



**CHAUTAUQUA INSTITUTION
BOARD OF TRUSTEES**

**Saturday, November 9, 2024
Chautauqua Institution**

MINUTES

Trustees Present:

Michelle Adelman, Veronica Biggins, Laurie Branch, Rick Evans, Nancy Gibbs, Karen Goodell, Paul Hagman, Izumi Hara (left at 10:45 a.m.), Terry Horner, Steve Messinger, Mike Metzger, Gwen Norton, Bob Obee, David Peckinpugh, David Pelton, Jill Penrose, Marnette Perry, Sara Ponkow, George Snyder, Larry Thompson, Steve Zenczak

Trustees Absent:

Matt Benson, Candace Maxwell, Sarah Hagen McWilliams, Rich Osborne

Others Present:

Sebby Baggiano, Geof Follansbee, Amy Gardner, Michael Hill, Dana Lundberg, Debbie Moore, Deborah Sunya Moore, Emily Morris, Tim Renjilian, Shannon Rozner, Karen Schiavone, Angie Schuettler, John Shedd, Laura Savia, Melissa Spas, Jordan Steves, Vanessa Weinert

I. Open Meeting Session

Ms. Perry called the meeting to order. Ms. Adelman, Mr. Pelton and Ms. Goodell were welcomed to their first full Board meeting following introductions of each by their Board mentors.

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

II. Executive Session of the Board

During executive session, the Board discussed the president's 2024 performance review and 2025 objective setting processes.

III. Open Meeting Session

A. Approval of Draft Minutes of the August 24, 2024, Meeting

Upon motion duly made and seconded, the Board approved the August 24, 2024, meeting minutes with an amendment to the ARB report.

B. Report of Chair of the Board

Ms. Perry delivered the Chair's report in Ms. Maxwell's absence, expressing her appreciation for the Board's work throughout the year. She highlighted progress made in several areas, including rules and regulations updates, finalizing a refreshed strategic plan, the Human Resources & Compensation Committee's integration of goals into the president's objectives and the Nominating & Governance Committee's work to nominate a new chair. Ms. Perry also noted strides in consistency and predictability by the Architectural Review Board, additional work on risk oversight by the Audit Committee, and the policy implementation work of the Budget & Finance Committee. The Lake Subcommittee has made significant advancements in addressing lake-related issues, and the Development Council has been instrumental in updating policies and the agreement between the Institution and the Foundation.

Ms. Perry then discussed the 2024-2025 Board work plan, including plans to review all committee charters and the agenda for the Board's upcoming December 6, 2024, special meeting.

C. Report of President

Dr. Hill highlighted a few points from his written report that was included in the meeting pre-read packet. He noted that leadership will need to determine whether an institutional neutrality policy should be pursued. He also provided updates on the Roe Green Theater Center and the Greene Family Commons, which will hopefully begin construction in early 2025.

Dr. Hill reported that state funding for the lake has been secured and will be used to reimburse Chautauqua Institution for its early investments in research and will fund continued research. The reimbursed portion will be reported in cash flow KPIs in future meetings. The Board commended Dr. Hill, Mr. Shedd and the Advancement team for their work in securing this funding.

Additionally, Dr. Hill informed the Board that the PBS documentary will air in February nationally and there are plans to host pre-screening events in major cities a week before the national air date, with the possibility of a pre-screen event coinciding with the February Board meeting.

D. Committee and Other Reports

1. Executive Committee

Ms. Perry reported that the Executive Committee met for its quarterly meeting on October 16, 2024. The Committee discussed whether to recommend continuing Forum Dialogues in 2025. It also reviewed financial policies that will be discussed later during this meeting. Ms. Perry noted that these policies aim to support the Institution's growth into a \$50 million organization with appropriate oversight processes.

The Committee also discussed the potential of a neutrality policy, which is increasingly relevant for universities and similar institutions and organizations. Ms. Perry stated that the neutrality dialogue would continue, with the full Board participating.

Finally, Ms. Perry noted that the Committee also discussed performance evaluation and objective setting for the president.

a. Action to Continue Forum Dialogues in 2025

Upon motion duly made and seconded, the Board approved a motion to continue Forum Dialogues in 2025 with recommended changes as discussed during the Board's deep dive session on Friday, November 8, 2024.

2. Budget & Finance Committee

Dr. Branch referred to the document distributed in the pre-read packet and highlighted two points. First, 2024 performance will end better than expected largely due to the New York State funds for the lake coming in recently. She explained that budget variance reporting will be the key focus of the Committee's work as it oversees development of the 2025 budget.

a. Action on Standard Resolutions

Upon motion duly made and seconded, the Board approved the Chautauqua Institution Standard Resolutions as distributed.

During the discussion, Dr. Branch noted that a separate policy on borrowing would be forthcoming.

b. Financial Policies Overview

Dr. Branch presented an overview of three financial policies developed in collaboration by the Budget & Finance and Audit Committees, which will serve as a foundation for exercising the Board's fiduciary responsibilities. The Board will vote on approving these policies at its December 6, 2024, meeting and trustees were encouraged to direct any questions to Ms. Schuettler, Ms. Norton, or Dr. Branch in the meantime.

Ms. Norton acknowledged the significant work that went into creating these policies, and Dr. Branch expressed gratitude to Chautauqua's administrative partners for their extensive research and support.

Dr. Horner emphasized that the adoption of these policies reflects the maturity of the Institution and its commitment to minimizing risk, rather than indicating a lack of trust in management. Ms. Perry commended the committees for their efforts, noting that the policies were unanimously recommended and will be revisited periodically.

Mr. Snyder cited references to the hotel company in the policies, stating that it operates as a separate organization with its own governing body, and noting the Institution therefore cannot make policy for it. Dr. Branch confirmed that the references to the hotel will be removed, and the revised policies will be provided to the Board for approval in December.

3. Development Council

Ms. Gardner, reporting for Mr. Osborne, shared updates from the Development Council meeting on October 23. She reported that the Council approved acceptance of the International Order of The King's Daughters and Sons (IOKDS)'s gift of the Vanderbeck Chapel per the Gift Acceptance Policy.

Ms. Gardner then described the Council's ongoing fundraising efforts, which include the Roe Green Theater, the Greene Family Commons, lake funding, and the Chautauqua Fund. The Chautauqua Fund is behind where it was at this point in 2023, but overall cash received is up \$4 million over this point last year. Ms. Gardner reported significant progress with 24 fundraising asks closed since July. She highlighted year-end outreach efforts, donor events, and the success of the Boundless campaign, which has raised \$136 million to date.

Ms. Gardner also mentioned work to develop a training program for trustees and directors to educate them on what it means to be a "philanthropy first" organization.

Finally, Ms. Gardner reported the Advancement Office is working to fill two vacant positions, a major gift officer and a planned giving officer.

4. Nominating & Governance Committee

a. Action to Elect Corporation Officers

Mr. Zenczak reported that the Committee met on October 17 and voted to recommend the election of a slate of Corporate Officers for one-year terms.

Upon motion duly made and seconded, the Board elected the officers of the Corporation listed in the document available in the pre-read packet, with an amendment to correct a typo in Ms. Gardner's title.

b. Action to Adopt Board Chair Position Description

The Committee recommended the adoption of a Board Chair Position Description. As Ms. Maxwell's tenure as chair is set to end in October 2025, the Committee is focused on nominating a new Board chair. An email will be sent soon to solicit nominations and the solicitation, with the position description attached, will also be included in the post-meeting summary that is emailed to stakeholders. In-person interviews are planned for February in an effort to recommend a candidate at the May Board meeting.

The Board discussed whether the position description focused enough on relationship building in the Chautauqua community.

Upon motion duly made and seconded, the Board, with a proposed amendment referencing relationship development within the Chautauqua community, approved the Board Chair Position Description.

5. Audit Committee

Ms. Norton reported that the Audit Committee met on October 25, 2024, to review and discuss the draft financial policies and voted to recommend them to the full Board. The Committee also reviewed trustee and key person conflict of interest and related party transaction disclosures, and no conflicts were found. The Committee also reviewed its charter and received a report on employee complaints pursuant to the Whistleblower Policy, none of which warrants report to the full Board. Finally, Ms. Norton confirmed that BDO has served as our auditor for three years and that the Committee will review the engagement next year.

6. Human Resources & Compensation Committee

Ms. Penrose reported that the Committee met on September 13 and October 17 to focus on the employee experience, compensation and the president's objectives. She noted that the Committee approved a merit increase pool to be incorporated into the 2025 budget.

7. Marketing & Brand Strategy Committee

Mr. Peckinpugh reported that the Committee met on September 25 and October 18 to review the census forecast and pricing strategy for 2025. Ms. Weinert provided data and explained the rationale for pricing decisions, including utilizing demand-based pricing and increasing prices for certain ticket categories.

Discussions addressed the challenges of balancing season passholder discounts with revenue goals and improving communication around pricing strategies.

8. Architectural Review Board

Dr. Horner reported on behalf of Ms. Hara that the Architectural Review Board met to address two cases, both of which were approved.

9. Chautauqua Hotel Board

Mr. Hagman reported on two recent meetings focused on challenges and strategic planning related to hotel operations. He noted improvements in 2024 related to better lodging performance and curbing overtime. He also noted that the hotel board is focused heavily on the sustainability of food and beverage operations.

E. Report of the Chautauqua Foundation

Mr. Renjilian reported an endowment balance of \$148 million as of September 30, 2024, reflecting strong investment returns. He also noted progress in aligning the Foundation's governance structures with its new strategic plan and outlined plans for an updated investment strategy.

Upon motion duly made and seconded, the Board approved acceptance of all committee reports as presented.

F. Executive Session of the Board

A motion duly made to move to executive session, inviting Dr. Hill, Mr. Lundberg, and Mr. Renjilian passed.

During the session, a variety of operational and planning issues were discussed.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Shannon D. Rozner
Corporate Secretary
Chautauqua Institution Board of Trustees