



**CHAUTAUQUA INSTITUTION  
BOARD OF TRUSTEES**

**Saturday, August 23, 2025  
Chautauqua Institution**

**APPROVED MINUTES**

**Trustees Present:**

Michelle Adelman, Matt Benson, Veronica Biggins, Laurie Branch, Rick Evans, Nancy Gibbs, Karen Goodell, Paul Hagman, Izumi Hara, Terry Horner, Candy Maxwell, Steve Messinger, Mike Metzger, Bob Obee, Rich Osborne, Dave Pelton, Jill Penrose, Marnette Perry, Sara Ponkow, Larry Thompson, Steve Zenczak

**Trustees Absent:**

Gwen Norton, Dave Peckinpaugh

**Others Present:**

Sebby Baggiano, Geof Follansbee, Kyle Keogh, Dana Lundberg, Debbie Moore, Emily Morris, Tim Renjilian, Shannon Rozner, Karen Schiavone, Angela Schuettler, John Shedd, Tamara Silzle, George Snyder, Melissa Spas, Jordan Steves, Jenny Stitely, Deborah Sunya Moore, Amit Taneja, Vanessa Weinert

**I. Open Meeting Session I**

Ms. Maxwell called the meeting to order.

*Upon motion duly made and seconded, the Board moved to executive session, inviting Mr. Lundberg.*

**II. Executive Session**

*Upon motion duly made and seconded, the Board approved exiting executive session and returned to open session.*

**III. Open Meeting Session II**

**A. Approval of Minutes**

*Upon motion duly made and seconded, the Board approved the minutes of the May 3, 2025, regular meeting as distributed.*

*Upon motion duly made and seconded, the Board approved the minutes of the June 19, 2025, special meeting as distributed.*

***Upon motion duly made and seconded, the Board approved the minutes of the June 24, 2025, special meeting as distributed.***

**B. Report of the Chair of the Board**

Ms. Maxwell referred to the Board's pre-reads regarding the financial resilience decision-making authority matrix and reported that during executive session, the Board had good discussion regarding how the matrix pertains to the 2026 budget. Ms. Maxwell stated that the Board will not take up action on the matrix in this meeting but that it will provide context for the Financial Sustainability Working Group moving forward. Ms. Maxwell thanked the Board for their input.

**C. Report of the Interim Chief Executive**

Mr. Keogh updated the Board on his main priorities for the summer assembly season, first recognizing the staff for their work in delivering an amazing season and highlighting improvements in ticketing and food and beverage. Mr. Keogh stated that progress has been made in rebuilding community but that there is still work to be done regarding long-term financial stability.

**D. Committee and Other Reports**

**1. Executive Committee**

Ms. Maxwell noted that the Executive Committee met twice since the May board meeting. The Committee discussed the interim chief executive position and, more recently, the agenda for this meeting, guiding assumptions for the 2026 budget and the decision authority matrix discussed in her Chair report.

**2. Audit Committee**

Mr. Obee shared that the Audit Committee met on August 1, 2025, and reviewed and accepted the Form 990 for year ending 2024. The public version of the Form 990 will redact personal information of donors.

The Committee reviewed potential conflicts of interest for new trustee candidates and an existing trustee and found no conflicts.

The Committee approved the engagement of BDO for the 2025 audit, extending a one-year contract for the engagement. Mr. Obee noted that the Committee will issue a request for proposals before engaging auditors for the 2026 audit.

Finally, Mr. Obee shared that the Committee met with the Institution's insurance broker to discuss coverages, rising rates and industry trends.

**3. Nominating and Governance Committee**

The Nominating and Governance Committee recommended the election of Mamie Kanfer Stewart and Sherry Sanger for two-year terms to complete the terms of Ms. Maxwell and Ms. Hagen McWilliams and the election of Ronn Richard, Howard Teibel, and Lisa Turbessi for four-year terms.

***Upon motion duly made and seconded, the Board passed resolutions electing Mamie Kanfer Stewart and Sherry Sanger each to a two-year term; electing Ronn Richard, Howard Teibel and Lisa Turbessi to four-year terms, re-electing Veronica Biggins to a four-year term, and re-electing Paul Hagman to a four-year term.*** The resolutions are attached as Appendices A-G.

Ms. Biggins and Mr. Hagman abstained from the votes regarding their own candidacies.

Ms. Maxwell acknowledged Mr. Zenczak and the Committee for their tremendous work this year in preparing nominations of five new Trustee candidates as well as a new Board chair.

**4. Budget and Finance Committee**

Dr. Branch referred to the Committee's materials in the pre-reads and noted the ongoing work of the Financial Sustainability Working Group. The Committee recommended the Board adopt goals for the 2026 budget.

***Upon motion duly made and seconded, the Board passed a resolution establishing goals for the 2026 budget as amended.*** The resolution is attached as Appendix H.

**5. Marketing and Brand Strategy Committee**

There was no report from the Marketing and Brand Strategy Committee, as the Committee has not met since the last Board meeting.

**6. Human Resources and Compensation Committee**

Ms. Penrose reported that the Committee met on August 15, 2025, to discuss progress on the employee handbook, which will be available to share in a future meeting. Trustees should pass on new employment policy suggestions to Ms. Penrose.

**7. Development Council**

Mr. Osborne reported that the Council met several times and referenced the materials provided in the Board's pre-reads. Mr. Osborne highlighted that the Boundless campaign has reached over \$156 million and that funds will continue to be raised for staff housing and hotel updates. The Chautauqua Fund is up \$500,000 compared to last year at this time and Advancement staff adjusted the projected year end goal to \$5.3 million. Funds raised for strategic initiatives are approaching \$1 million and are expected to exceed projections.

The Council discussed various methods to re-engage lapsed donors and engage new donors.

Mr. Osborne noted that the Council has reviewed gift acceptance policies for both Chautauqua Institution and the Chautauqua Foundation and those will be brought to the full Board for approval this fall. The Council also discussed modifying recognition levels for certain gifts related to schools and performing arts.

**8. Architectural Review Board**

Ms. Hara reported that the ARB met on August 21, 2025. Of the five applications reviewed, two applications were tabled and three applications were denied.

**9. Report of Chautauqua Hotel Board**

Mr. Hagman referred to the Board's pre-read materials, highlighting that while the Hotel is projecting a net loss of \$284,000, that is \$112,000 less than the 2025 budgeted loss and is significantly less than the \$1.4 million loss in 2023. Mr. Hagman recognized Mr. Baggiano, Ms. Weinert, and Ms. Beckstrom for their efforts in improving Hotel operations.

Mr. Hagman noted that on the lodging side, bookings for 2026 are above where they were at this time last year, likely due to anticipated programming and premium pricing. Room satisfaction continues to be down. On the food and beverage side, Mr. Hagman highlighted Heirloom's review rating of 4.4 on Open Table, which drives volume and customers. Labor expense increases as a result of increased volume were in line with budget.

At the Hotel Board's August 7, 2025, meeting, Mr. Shedd presented high level plans of what may be included in Phase 1 of the Hotel's rehabilitation.

Mr. Snyder shared that the Hotel Board has discussed the challenges of raising \$20 million for Phase 1. The next phase will be coordinated through Dr. Branch and will involve committee engagement. Mr. Hagman stated that there is no set timeline with regard to beginning Phase 2 of the Hotel's rehabilitation and Mr. Snyder noted that the Phase 2 timeline and specific projects will depend on funding received.

Ms. Maxwell thanked Mr. Snyder for serving as president of the Hotel Board.

**E. Report of the Chautauqua Foundation**

Mr. Renjilian reported that the Foundation's investment portfolio is at a record high \$159 million and performance is strong across all points measured. Mr. Renjilian noted that the Foundation targets a 7.7% annual return, which is sufficient for the payout to Chautauqua Institution, to cover the expenses of the Foundation, and to provide for fund growth. This year the Foundation approved a \$5.5 million payout to Chautauqua Institution. Mr. Renjilian stated that the Foundation is evaluating measures to provide the Institution a higher payout and is open to conversation regarding investment strategy.

Mr. Renjilian recognized the work of the Foundation staff and Institution program staff to ensure the Institution can use and access as much endowment as possible. He also thanked staff for their engagement with the community, which has led to new contributions to the endowment.

**F. Recognition of Retiring Trustees**

Ms. Maxwell honored four retiring trustees, including reading into the minutes resolutions regarding their service. Dr. Branch honored Ms. Maxwell, including reading into the minutes a resolution regarding her service as trustee and then Board chair. The retiring trustees present offered brief remarks reflecting on their tenures and offering their thoughts on the Board's and the Institution's future.

***Upon motion duly made and seconded, the Board approved the resolutions recognizing the contributions of Candy Maxwell, Sarah Hagen McWilliams, Mike Metzger, Gwen Norton, and Marnette Perry.*** The resolutions are attached as Appendices I-M.

**G. 2025-26 Committee Assignments**

Dr. Branch distributed the committee assignments for the 2025-2026 term.

**1. Action to Elect Vice Chairs**

***Upon motion duly made and seconded, the Board approved a resolution electing Rick Evans and Jill Penrose as vice-chairs of the Board of Trustees for the 2025-2026 term.*** The resolution is attached as Appendix N.

**2. Action to Elect Executive Committee Members**

***Upon motion duly made and seconded, the Board approved a resolution electing the 2025-2026 Executive Committee members.*** The resolution is attached as Appendix O.

**3. Action to Elect ARB Members**

***Upon motion duly made and seconded, the Board approved a resolution electing the 2025-2026 ARB members.*** The resolution is attached as Appendix P.

**4. Action to Elect Audit Committee Members**

***Upon motion duly made and seconded, the Board approved a resolution electing the Audit Committee members.*** The resolution is attached as Appendix Q.

**H. Chair/Chair-Elect Transition**

Ms. Maxwell recognized Dr. Branch and the work she has already done as chair-elect as she transitions to Board chair. Dr. Branch thanked the Board for their anticipated guidance and assistance as she takes on this new role.

**IV. Adjournment**

Prior to adjourning, Mr. Keogh invited the Board and staff present to share favorite moments of the summer assembly season.

***Upon motion duly made and seconded, the Board approved adjourning the meeting.***

There being no further business, the meeting was adjourned.

Respectfully submitted,

Shannon D. Rozner  
Corporate Secretary  
Chautauqua Institution Board of Trustees



**WHEREAS**, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Board, taking into account the skills, experience, and diversity necessary to further the mission and strategic goals of Chautauqua Institution;

**WHEREAS**, the Audit Committee of the Board has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution;

**WHEREAS**, the Nominating and Governance Committee has recommended Mamie Kanfer Stewart for election as Trustee of Chautauqua Institution; and

**WHEREAS**, the Board has reviewed and considered the recommendation;

**NOW, THEREFORE, BE IT RESOLVED**, that Mamie Kanfer Stewart is hereby elected as Trustee of Chautauqua Institution for the Trustee Class of 2027, to fill out the remaining two years on Ms. Candy Maxwell’s term, to be served from October 1, 2025, through September 30, 2027, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Board, taking into account the skills, experience, and diversity necessary to further the mission and strategic goals of Chautauqua Institution;

**WHEREAS**, the Audit Committee of the Board has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution;

**WHEREAS**, the Nominating and Governance Committee has recommended Sharon Sanger for election as Trustee of Chautauqua Institution; and

**WHEREAS**, the Board has reviewed and considered the recommendation;

**NOW, THEREFORE, BE IT RESOLVED**, that Sharon Sanger is hereby elected as Class A Trustee of Chautauqua Institution for the Trustee Class of 2027, to fill out the remaining two years on Ms. Sarah Hagen McWilliams’ term, to be served from October 1, 2025, through September 30, 2027, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Board, taking into account the skills, experience, and diversity necessary to further the mission and strategic goals of Chautauqua Institution;

**WHEREAS**, the Audit Committee of the Board has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution;

**WHEREAS**, the Nominating and Governance Committee has recommended Howard Teibel for election as Trustee of Chautauqua Institution; and

**WHEREAS**, the Board has reviewed and considered the recommendation;

**NOW, THEREFORE, BE IT RESOLVED**, that Howard Teibel is hereby elected as Class A Trustee of Chautauqua Institution for the Trustee Class of 2029 for a four-year term to be served from October 1, 2025, through September 30, 2029, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.





***WHEREAS***, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Board, taking into account the skills, experience, and diversity necessary to further the mission and strategic goals of Chautauqua Institution;

***WHEREAS***, the Audit Committee of the Board has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution;

***WHEREAS***, the Nominating and Governance Committee has recommended Lisa Turbessi for election as Trustee of Chautauqua Institution; and

***WHEREAS***, the Board has reviewed and considered the recommendation;

***NOW, THEREFORE, BE IT RESOLVED***, that Lisa Turbessi is hereby elected as Class A Trustee of Chautauqua Institution for the Trustee Class of 2029 for a four-year term to be served from October 1, 2025, through September 30, 2029, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



***WHEREAS***, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Board, taking into account the skills, experience, and diversity necessary to further the mission and strategic goals of Chautauqua Institution;

***WHEREAS***, the Audit Committee of the Board has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution;

***WHEREAS***, the Nominating and Governance Committee has recommended Ronald “Ronn” Richard for election as Trustee of Chautauqua Institution; and

***WHEREAS***, the Board has reviewed and considered the recommendation;

***NOW, THEREFORE, BE IT RESOLVED***, that Ronald “Ronn” Richard is hereby elected as Class A Trustee of Chautauqua Institution for the Trustee Class of 2029 for a four-year term to be served from October 1, 2025, through September 30, 2029, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered the performance and continued suitability of current Trustees eligible for re-election, taking into account their valuable contributions, commitment to the mission, and the ongoing needs of the Board;

**WHEREAS**, the Audit Committee of the Board has conducted due diligence to ensure that the current Trustees eligible for re-election uphold the highest ethical standards and are free from conflicts that would impair their ability to continue serving the best interests of Chautauqua Institution;

**WHEREAS**, the Nominating and Governance Committee has recommended Veronica Biggins for re-election as Trustee of Chautauqua Institution for her first four-year term, having served out the remainder of Jesse Marion’s term; and

**WHEREAS**, the Board has reviewed and considered the recommendation;

**NOW, THEREFORE, BE IT RESOLVED**, that Veronica Biggins is hereby re-elected as Class A Trustees of Chautauqua Institution for her first four-year term to be served from October 1, 2025, through September 30, 2029, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Nominating and Governance Committee of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered the performance and continued suitability of current Trustees eligible for re-election, taking into account their valuable contributions, commitment to the mission, and the ongoing needs of the Board;

**WHEREAS**, the Audit Committee of the Board has conducted due diligence to ensure that the current Trustees eligible for re-election uphold the highest ethical standards and are free from conflicts that would impair their ability to continue serving the best interests of Chautauqua Institution;

**WHEREAS**, the Nominating and Governance Committee has recommended Paul Hagman for re-election as Trustee of Chautauqua Institution for a second four-year term; and

**WHEREAS**, the Board has reviewed and considered the recommendation;

**NOW, THEREFORE, BE IT RESOLVED**, that Paul Hagman is hereby re-elected as Class A Trustees of Chautauqua Institution for a second four-year term to be served from October 1, 2025, through September 30, 2029, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Board of Trustees of Chautauqua Institution (“Board”) wishes to establish goals for the 2026 budget; and

**WHEREAS**, that review has resulted in the Board’s Financial Sustainability Working Group making specific recommendations regarding 2026 operating expenses; and

**NOW, THEREFORE, BE IT RESOLVED**, that annual operating expenses shall be reduced by \$5-6 million in 2026, compared with 2025 forecast results through expense reductions or funding increases consisting of earned or contributed revenue; and

**FURTHER, BE IT RESOLVED**, that the Institution shall invest approximately \$4.2 million in annual capital maintenance, funded by annual earned or contributed revenue; and

**FURTHER, BE IT RESOLVED**, that the Institution shall ensure its cash balance does not fall below \$3.5 million at any time during the year.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Chair-Elect of the Board of Trustees of Chautauqua Institution (“Board”), in consultation with the Nominating and Governance Committee (the “Committee”), has thoroughly reviewed and considered candidates for the position of Vice Chair, taking into account their leadership qualities, experience, and dedication to the mission and strategic goals of Chautauqua Institution;

**WHEREAS**, the Committee and Chair-Elect have conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution in these leadership roles;

**WHEREAS**, the Chair-Elect, with the endorsement of the Committee, has recommended the following individuals for election as Vice Chairs:

- Rick Evans
- Jill Penrose

**WHEREAS**, the Board has reviewed and considered the recommendation of the Committee and Chair-Elect;

**NOW, THEREFORE, BE IT RESOLVED**, that the individuals listed above are hereby elected as Vice Chairs of the Board for a two-year term to be served from October 1, 2025, through September 30, 2027, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, the Chair of the Board of Trustees of Chautauqua Institution (“Board”) has thoroughly reviewed and considered candidates for election to the Executive Committee, taking into account their leadership experience, commitment to Chautauqua Institution’s mission and strategic goals, and ability to fulfill the duties of this important leadership role;

**WHEREAS**, the Chair has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution on the Executive Committee;

**WHEREAS**, the Chair has recommended the following individuals for election to the Executive Committee:

- Laurie Branch, Chair
- Rick Evans, Vice-Chair
- Jill Penrose, Vice-Chair, Chair of Human Resources & Compensation Committee
- Veronica Biggins, Culture Consultant
- Izumi Hara, Chair of Architectural Review Board
- Terry Horner, Chair of Budget and Finance Committee
- Rich Osborne, Chair of Development Council
- David Peckinpaugh, Chair of Marketing & Brand Strategy/Patron Experience
- Sara Ponkow, Chair of Nominating & Governance Committee
- Steve Zenczak, Chair of Audit Committee
- Tim Renjilian, Foundation Chair (by office, non-voting)

**WHEREAS**, the Board has reviewed and considered the recommendation of the Chair;

**NOW, THEREFORE, BE IT RESOLVED**, that the individuals listed above are hereby elected to the Executive Committee of Chautauqua Institution for a one-year term to be served from October 1, 2025, through September 30, 2026, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.



**WHEREAS**, in accordance with the By-laws of Chautauqua Institution, members of the Architectural Review Board (“ARB”) are appointed by the Chair of the Board of Trustees of Chautauqua Institution (“Board”) and require approval by the Board;

**WHEREAS**, the Chair has thoroughly reviewed and considered candidates for election to the ARB, taking into account their relevant expertise, experience, and commitment to maintaining the architectural and design standards of the community as set forth in the Chautauqua Institution Architectural & Land Use Regulations;

**WHEREAS**, the Chair has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution on the ARB;

**WHEREAS**, the Chair has recommended the following individuals for election to the ARB:

- Izumi Hara, Chair
- Matt Benson
- Paul Hagman
- Terry Horner
- Sara Ponkow

**WHEREAS**, the Board has reviewed and considered the recommendation of the Chair;

**NOW, THEREFORE, BE IT RESOLVED**, that the individuals listed above are hereby elected to the ARB of Chautauqua Institution for a one-year term to be served from October 1, 2025, through September 30, 2026, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.





***WHEREAS***, in accordance with the By-laws of Chautauqua Institution, members of the Audit Committee of the Board of Trustees of Chautauqua Institution (“Board”) are appointed by the Chair of the Board and require approval by the Board;

***WHEREAS***, the Chair has thoroughly reviewed and considered candidates for election to the Audit Committee, taking into account their relevant expertise and experience in financial oversight and risk management;

***WHEREAS***, the Chair has conducted due diligence to ensure that the recommended candidates uphold the highest ethical standards and are free from conflicts that would impair their ability to serve the best interests of Chautauqua Institution on the Audit Committee;

***WHEREAS***, the Chair has recommended the following individuals for election to the Audit Committee:

- Steve Zenczak, Chair
- Bob Obee
- Rich Osborne
- Larry Thompson
- Lisa Turbessi

***WHEREAS***, the Board has reviewed and considered the recommendation of the Chair;

***NOW, THEREFORE, BE IT RESOLVED***, that the individuals listed above are hereby elected to the Audit Committee of Chautauqua Institution for a one-year term to be served from October 1, 2025, through September 30, 2026, in accordance with the By-laws of Chautauqua Institution.

This resolution shall take effect immediately upon its adoption.