

CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES
Saturday, May 2, 2015
Bellinger Hall, Chautauqua Institution, Chautauqua, NY

MINUTES

<u>Members Present</u>		<u>Members Absent</u>	<u>Others Present</u>	
Jim Pardo – Chair	Candace Littell	Don Boswell	John Anderson	George Murphy
Karen Arrison	Bob Metzgar	Greg Miller	Sherra Babcock	Susan Murphy
Jim Brady	Jack McCredie	Laurie Miller	Sebastian Baggiano	Anne Odland
Christine Brueschke	John Milos		Rindy Barmore	Sam Price
Hugh Butler	Sheila Penrose		Tom Becker	John Shedd
Carolyn Byham	Steve Percy – ex officio		Matt Ewalt	Jordan Steves
Laura Currie	Tim Renjilian – V. Chair		Geof Follansbee	
Jennifer DeLancey	David Rosen		Marty Merkley	
Bonnie Gwin	Dede Trefts		Deborah S. Moore	
John Haughton				
Bob Jeffrey				
Ron Kilpatrick				

Mr. Pardo opened the meeting with a word of prayer

I. Minutes

On motion made, seconded and carried, the minutes of the February 7, 2015 meeting of the Board of Trustees were approved as presented.

II. Report of the Chairman of the Board

Mr. Pardo stated that Mr. Renjilian will report on the work of the Executive Committee during the executive session of the Board later in the meeting today. Mr. Renjilian will discuss the communication to the community regarding the Amphitheater Project which would come from the Chairman of the Board. He will also seek action on a governance action. Mr. Pardo reported that the majority of his work as chair has focused on issues related to the Amphitheater.

III. President's Report

Mr. Becker briefly reported on the 2015 program highlighting the performances of the CSO with the new conductor, Rossen Milanov, the lecture platform and the outreach program to the various school districts. He updated the Board on capital projects, lake and storm water management, tree management and overall operational issues. Jay Lesenger has announced his retirement following the 2015 season. A search committee of will be assembled to assist in the search for the position of Chautauqua Opera Company Artistic Director and will include advisors and artistic personnel. The preliminary 2016 Lecture Themes were shared with the Board.

IV. Committee Reports

Asset Policy

The Asset Policy Committee met on April 27th and unanimously recommends the approval of a resolution acknowledging the adoption of a New York State Minority/Women Business Enterprise Policy. Mr. Baggiano briefly discussed the history of the policy and the reasoning for the action.

On motion made, seconded and carried, the Board approved the following resolution:

WHEREAS, Chautauqua Institution has an unwavering commitment to adhering to ethical, unbiased and legal standards in all of its activities.

WHEREAS, NY State requires all contractors and subcontractors to adhere to Minority/Women Business Enterprise regulations and policies in order to enhance Minority Business Enterprise and Women Business Enterprise participation in NY State-funded projects;

THEREFORE, BE IT RESOLVED, as follows:

With respect to New York State funded projects in which Chautauqua Institution is a participant, Chautauqua Institution will request that its contractors and subcontractors to take good faith actions to achieve the M/WBE contract participations goals set by the State for that area in which the State-funded project is located, by taking the following steps:

- (1) Actively and affirmatively solicit bids for contracts and subcontracts from qualified State certified MBEs or WBEs, including solicitations to M/WBE contractor associations.***
- (2) Request a list of State-certified M/WBEs from the contracting State agency- and solicit bids from them directly.***
- (3) Make reasonable efforts to have plans, specifications, request for proposals and other documents used to secure bids made available in sufficient time for review by prospective M/WBEs.***
- (4) Where economically feasible, divide the work into smaller portions to enhance participation by M/WBEs and encourage the formation of joint venture and other partnerships among M/WBE contractors to enhance participation so long as required deadlines will be met.***
- (5) Document and maintain records of bid solicitation, including those to M/WBEs and the results thereof.***
- (6) Ensure that progress payments to M/WBEs are made on a timely basis so that undue financial hardship is avoided.***

FURTHER RESOLVED, that the Vice President and Chief Operating Officer of Chautauqua Institution is appointed Compliance Officer, to be responsible for insuring adherence to all contract participation goals as set forth by the contracting State Agency; and

THEREFORE, BE IT RESOLVED, that, periodically, the Compliance Officer shall report on organizational compliance, as deemed appropriate, to the Board of Trustees; and

BE IT RESOLVED, that the President or the Vice President and Chief Operating Officer of Chautauqua Institution are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate or advisable to implement this Resolution.

The committee also discussed a “fund for growth” which would be used to increase attendance by investing in our lecture and evening entertainment programs. The Asset Policy is looking at an investment case to fund the “fund for growth.” Asset Policy will receive a report from Program Policy and the Sub-Group in terms of how such funds could be utilized and the strategies for increasing attendance. Mr. Kilpatrick discussed the various options for funding and also the timing for implementation of such a plan. Mr.

Renjilian stated that the Program Sub-Group is not only looking at future programming, but analyzing the current program in terms of where to invest to achieve the return in attendance and revenue.

Audit Committee

Ms. Littell reported that the Audit Committee met two times in the past few months and has reviewed the 2014 Audited Financial Statements for the Institution and the Hotel Corporation. The Institution received a qualified opinion based on the fact that the Institution does not record its beneficial interest in endowments held by the Chautauqua Foundation. Receiving a qualified opinion does not affect the Institution in terms of its relationship with the banking institutions. This is a long standing practice and the readers of the audit are knowledgeable about the Institution and Foundation relationship. The Hotel received a clean opinion with one concern in terms of internal controls. The auditors found a deficiency in internal controls that related to the software program. That issue has been addressed.

Upon the approval of the Audit Committee and on motion made, seconded and carried, the 2014 Audited Financial Statements for the Chautauqua Institution and the Chautauqua Hotel Corporation were approved as presented.

The Audit Risk Matrix has been updated with input from staff and members of the committee and Mr. Don Greenhouse. A work schedule will be developed which outlines the execution of each of the items noted in the matrix.

Program Policy

Program Policy received reports from staff on the 2015 program including the Carmina Burana Performance which will be performed twice during the season and includes several collaborations among the various art forms. Mr. Renjilian stated that there are several other collaborations being conducted during the season and he highlighted those collaborations. The African American Denominational House has continued to work towards the development of its program and will host a number of groups this season. The Program-Sub Group continues to meet (Tim Renjilian, Sheila Penrose, Greg Miller and John Haughton) to discuss the Lecture Program, CSO/Opera and Popular Entertainment. Mr. Renjilian shared the goals and objectives of the sub-group which includes measurements for the various programs during 2015 to assist in the development and planning for the 2016 programming.

Nominating & Governance

The Committee has met twice and members of the committee have met with a few Trustee candidates. The committee is constantly refreshing the list of candidates and the Board was asked to continue to provide names to the committee. Three members of the Board will be ending their terms this year; Jill Bellowe, Jack McCredie and Jennifer DeLancey. Jennifer serves at the CPOA representative. The committee will provide two nominees to the Board prior to the July meeting.

Personnel

The committee received a report from Rich Koerner regarding current personnel policies, an update on the recent personnel hires and the training processes for both year round and seasonal employees. Mr. Becker provided the committee with an update on key staff positions and overall personnel issues. Ms. Currie will provide a further report to the Board during its executive session.

Development Council

Mr. Brady reported that the Chautauqua Fund had achieved \$976,143 as of March 31st toward its overall goal of \$3,850,000. A task force has been created (John Milos (chair), Cathy Bonner, Karen Goodell and Jim Brady) for the purpose of focusing on a five year plan to build the donors base in the Chautauqua fund and in particular to draw new donors to the Fund. A one-year action plan will be developed and the committee will work one-on-one with development staff in the implementation and oversight of that one-year plan.

Mr. Dusty Nelson has been hired as the Planned Giving Officer at the Chautauqua Foundation. Mr. Nelson is an attorney and lives in the Jamestown community and has very strong Chautauqua ties. Two members of the Planned Giving Committee have had to resign from the committee and Ms. Currie, chair, asked the members of the Board to consider joining the Planned Giving Committee.

Campaign

The Promise Campaign has achieved \$78,933,495 toward its \$98,200,000 goal. The Campaign Cabinet is having preliminary discussions about extending the length of the campaign and adjusting some of the goals within. Mr. Percy will report on this further as the Cabinet continues its discussions.

ARB

Mr. Jeffrey reported on the cases that came before the ARB at its recent meeting. One property needs substantial work and Mr. Shedd has spoken to those property owners regarding improvements which need to be made prior to the season.

Hotel Board

The Hotel Board met on Thursday prior to this meeting and will meet again by phone for an additional meeting in the next few months. The schedule and timing of those meetings will be reviewed to determine ways to better serve the Hotel Board.

V. Executive Session

On motion made, seconded and carried, the Board went into executive session inviting Mr. Percy, Mr. Price, Mr. Anderson, Ms. Murphy, Ms. Odland and Mr. Becker to remain present and to participate.

There being no further business the meeting was adjourned.

Respectfully submitted,

Rindy S. Barmore
Corporate Secretary
Chautauqua Institution Board of Trustees