

**CHAUTAUQUA INSTITUTION BOARD OF TRUSTEES**  
**8:30 a.m., Saturday, August 25, 2007**  
**Hultquist Center, Chautauqua Institution, Chautauqua, NY**

**Minutes**

**MEMBERS PRESENT**

William Clinger – Chair	Stan Lundine
Chace Anderson	Sal Martoche
Nancy Bargar	James Pardo
Kathy Clingan	Pete Pedersen
Ted First	Jason Phillips
Henry Foltz	Stephen Piper
Barbara Georgescu	Anne Prezio
Donald Greenhouse	George Snyder
James Groninger	John Viehe
Robert Ivers	Lowell Strohl
Juanita Jackson	Donna Zellers
Katie Lincoln	

**MEMBERS ABSENT**

Judy Gregory  
Ron Kilpatrick

**OTHERS PRESENT**

Sherri Babcock  
Sebby Baggiano  
Rindy Barmore  
Tom Becker  
Joan Campbell  
Doug Conroe  
Geof Follansbee  
Charlie Heinz  
Paul Irion  
Marty Merkley  
Richard Miller  
Sam Price  
Prudence Spink  
Bruce Stanton  
Mike Sullivan  
Jack Voelker

Mr. Clinger opened the meeting with a word of prayer.

**I. MINUTES**

*On motion made, seconded and carried, the minutes of the May 5, 2007, meeting of the Board of Trustees was approved as presented.*

**II. REPORT OF THE PRESIDENT**

Mr. Becker reported on the use of the Cohen Studio during the season and gave special thanks to Wendy Cohen for funding the studio and Sara Lundine for her work in producing, managing and scheduling the Podcasts.

The senior staff was commended for their work and efforts in producing a very successful season. Contract negotiations with the CSO were conducted this season and the final vote will be completed by mail in the next few weeks. Sherri Babcock, Director of Education, has been doing an excellent job and has been in the position for the last six weeks. She has participated at a very high level in the Sr. Staff and with the Chautauqua Community. She will be seeking a new person to manage the Special Studies Program, as Char Heinning, the current person in that position, has accepted a position as Director of Ticketing for the Institution. Occupancy statistics at the Athenaeum Hotel and overall ticket performance to-date were reviewed. The Jewish Life Center will most likely not be in place until 2009 due to some re-design issues based on the bids received to-date. Renovations to Alumni Hall include integration of the literary arts program with the

Institution's Writer's Center Program and CLSC Alumni Association. The project would designate the first floor for the CLCS Alumni and the presentation of the banners, the 2<sup>nd</sup> floor would be enhanced class rooms for the Institution's Writer's Center and the 3<sup>rd</sup> floor will provide housing for program participants and building staff. The building usage and scheduling will be done by the Institution's Department of Education. The name of the building will remain Alumni Hall with other possible signage.

### **III. CHAUTAUQUA FOUNDATION**

The Chautauqua Fund has raised \$1,975,000 as of July 31<sup>st</sup>, toward its 2007 goal of \$2,850,000.

The Idea Campaign has achieved \$45,904,093 as of July 31, 2007 towards its overall goal of \$48,747,000. Over \$3,000,000 will have been raised in endowment for scholarships during this campaign. The Board thanked Geof Follansbee and his staff for their work and dedication toward completing this campaign.

Mr. Strohl reviewed the investment portfolio of the Foundation which stands at \$57,208,090 as of July 31, 2007.

### **IV. NOMINATING/GOVERNANCE**

Mr. Lundine reported that the committee is actively reviewing and considering governance issues. The committee will make recommendations to the Board and to Committee Chairs relative to its discussions.

#### *Recommendation for Election of Trustees*

***Upon recommendation of the Nominating/Governance Committee and by motion made, seconded and carried, the Board approved the election of Ms. Jill Bellowe and Mr. John McCredie each to four-year terms to the Board of Trustees to the class of 2011.***

***Upon recommendation of the Nominating/Governance Committee and by motion made, seconded and carried, the Board approved the election of Ms. Kathy Clingan, Mr. Norman Pedersen, III, Mr. Donald Greenhouse and Mr. C. Henry Foltz, each for a second four-year term to the Board of Trustees to the class of 2011.***

### **V. ASSET POLICY COMMITTEE**

Mr. Greenhouse reported on behalf of Mr. Kilpatrick regarding the work of the Asset Policy Committee. He discussed the current performance versus budget and presented preliminary evaluation trends. The Board will be reviewing the budget at the November meeting. Renovations at the Athenaeum Hotel will begin in the fall.

#### *Naming Recommendations*

***Upon the recommendation of the Asset Policy Committee and on motion made, seconded and carried, the Board of Trustees approved the naming of the current Chautauqua Center for the Visual Arts as the Strohl Center for the Visual Arts and the***

*naming of the gallery on the second floor of the Strohl Center for the Visual Arts as the Gallo Family Gallery.*

*Recommended change to Garden District Lost Size, Lot 8*

*On motion moved, seconded and with one vote against, the Board of Trustees approved the following resolution:*

*Whereas, Chautauqua Institution has determined that it would be in the best interest of Chautauqua Institution to revise its Official Map by widening lot 1321 of the Crescent-Scott Subdivision as shown on the Official Map of Chautauqua Institution and by moving lot 1320 three feet in a southerly direction to accommodate a 3 foot widening of lot 1321.*

*Resolved, that lot 1321 of the Crescent-Scott Subdivision as shown on the Official Map of Chautauqua Institution, which is currently 40' by 55', and which has never been developed, be and it is hereby widened to a lot 43' by 55' as shown on the attached survey; and it is further*

*Resolved, that the adjoining lot 1320 be moved in a southerly direction a total of 3' to accommodate the change in size to lot 1321, also as shown on the attached survey map and its is further*

*Resolved, that the attached survey map of Foit Albert, dated August 25, 2007 be filed in the Chautauqua County Clerk's office as permanent record as an amendment of the official map of Chautauqua Institution and an amendment to the Crescent-Scott Subdivision map filed in the Chautauqua County Clerk's office in cabinet 2, Section H and map 68, which map was file don February 14, 2003.*

*Proposed Changes to Architectural and Land Use Regulations*

*Upon the recommendation of the Asset Policy Committee and on motion made, seconded and carried, the Board of Trustees approved the following changes to the Architectural and Land Use Regulations:*

*Add a Footnote #11 to Schedule A, Schedule of Lot, Yard, Bulk, and Height Regulations as follows: "Where a lot is shown on the Official Map of Chautauqua Institution as having no required setbacks, any expansion of the existing structure to less than 10' from an interior lot line shall require the approval of the Architectural Review Board. The standards for review shall be the Variance Standards contained in Section 7.2.3 and Schedule C."*

*And, to change the district boundary to place several properties along and adjacent to Palestine, specifically 63 Palestine, 57 Palestine, 61 Palestine, and 53 Crescent (vacant lot) from the School District to the Central District*

## **VI. AUDIT COMMITTEE**

The Audit Committee recommends the adoption of a Whistleblower policy. This policy governs the reporting and investigation of allegations of suspected unlawful activities and the protection of whistleblowers from retaliation. It describes the procedures for

investigating suspected improper activities and addressing complaints of retaliation against individuals making such reports.

*Upon discussion and after a motion was made to approve the policy, the Board tabled the motion until its November 2007 meeting.*

It was suggested that a broader statement be developed which includes the mission of the Institution. The Audit Committee will review the policy further and make further recommendations to the Board in November.

The committee reviewed a document which outlined a proposed schedule of topics to be discussed at future meetings. The proposed schedule is based on the work of the Risk Assessment Task Force of the Audit Committee conducted from 2004 – 2007. This document is presented to the Board for their information.

The schedule may require the committee to meet more often than currently noted and the schedule will require flexibility as we move forward.

## **VII. PROGRAM POLICY**

Mr. Foltz reported the committee received a report from Mr. Voelker regarding the follow-up from the Children's School evaluation conducted last year. Several changes have been made based on that evaluation. Ms. Babcock and Rev. Campbell provided updates on the evaluation models for the 10:45 and 2:00 lectures and a discussion on the Abrahamic Program. The committee reviewed the policy on off-season programming and discussed the current collaborations with the Institution and plans for evaluation of those collaborations. The committee met with the artistic leaders of the dance program this season and a summary of that meeting was included in the material for the Board's review. Mr. Merkley updated the committee on the search for the CSO Music Director; Ms. Babcock provided an update on the Literary Arts integration; and Mr. Voelker discussed alternative programming for the youth programs and the limitations of capacity in the Boys' & Girls' Club and Children's School.

## **VIII. PERSONNEL COMMITTEE**

The Personnel Committee met to review the documents and timetable for the performance evaluation of the President. It is the consensus of the committee not to utilize the job description evaluation grid in the performance evaluation process. All documents relating to the President's performance evaluation will be e-mailed to the Board on Monday, August 27th and should be completed and returned to Ms. Jackson by September 15<sup>th</sup>.

## **IX. COMMUNICATIONS ADVISORY COUNCIL**

Mr. Piper reported on the work of the Communications Advisory Council and the staff will review all recommendations. The CPOA is working with the administration to map and locate various hubs for inter-net accessibility on the grounds. Mr. Piper thanked the council for their work.

## **X. RECOGNITION OF SERVICE**

Mr. Clinger referred to the Trustees retiring from the Board. He noted that the members have given a great deal to the Board and the community and recognized each with the following resolutions:

### ***Robert Ivers***

***WHEREAS, Robert Ivers has served the Chautauqua Institution as a member of its Board for ten years, 1997-2007, serving on the Mission Policy, Asset Policy, Program Policy, Executive, Nominating/Governance Committees, Architectural Review Board, Chaired the Nominating/Governance and Program Policy Committees; and serves as Vice Chair of the Board of Trustees; and***

***WHEREAS, his leadership and commitment to the governance and future leadership of the Institution was demonstrated in his role as chair of the Nominating/Governance Committee of the Board; and,***

***WHEREAS, he has been a strong and effective voice on the Board and on the Architectural Review Board consistently encouraging high standards in the design and construction of the built environment in Chautauqua; his insistence on the redesign of the new firehall being a recent example of his influence which resulted in the construction of a less intrusive structure, now be it***

***RESOLVED, that in gratitude for his dedication and service to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere appreciation.***

### ***W. Stephen Piper***

***WHEREAS, Stephen Piper has served on the Chautauqua Institution as a member of its Board for eight years, 1999-2007, serving on the Program Policy, Asset Policy and Personnel Committees; and Chair of the Communications Task Force, 2002-2007; and***

***WHEREAS, as a Trustee elected by the members of the Chautauqua Corporation, he has been an effective advocate in bringing the concerns of the Chautauqua community to the attention of the Board of Trustees and an equally effective spokesman in articulating the activities and decisions of the Board to the Chautauqua community; and***

***WHEREAS, as Chair of the Communications Task Force he has made a significant contribution to enhancing the transparency of trustee deliberations and decisions, be it***

***RESOLVED, that in gratitude for his dedication and service to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere appreciation.***

Mr. Clinger turned the meeting over to Mr. Snyder, the new Chairman of the Board of Trustees who then commented on the service of Mr. Clinger as Chairman of the Board of Trustees and recognized him with the following resolution:

*William F. Clinger*

*WHEREAS, William F. Clinger has served the Chautauqua Institution Board of Trustees for 10 years (1997-2007), chairing the Asset Policy and Personnel Committees and the Traffic/Transportation Task Force; serving on the Mission Policy, Asset Policy, Executive Committee, Development Council and the Enterprise Task Force; serving as Vice Chair of the Board (1999-2001); Chairman of the Board (2001-2007), as well as Vice Chair the Hotel Corporation; and*

*WHEREAS, he has brought great insight and knowledge to the work of the Board of Trustees and to the Institution and he has served the Institution with dignity, grace and aplomb; and*

*WHEREAS, through his leadership and guidance the Board has improved the transparency of its work and enhanced its relationship with the Chautauqua community; and*

*WHEREAS, during his years as a Trustee he has broadened the Institution's tradition of encouraging the engagement by all toward a high-road consensus; now be it RESOLVED, that in heartfelt gratitude for his dedication and extraordinary service to Chautauqua Institution, we do hereby record upon the permanent records of the Institution our sincere appreciation.*

The Board thanked each Trustee for their service and recognized Mr. Clinger for his tenure as Chairman of the Board of Trustees.

#### **XI. EXECUTIVE SESSION**

*On motion, made, seconded and carried, the Board went in to Executive Session, asking all guests to excuse themselves and inviting Sam Price, Lowell Strohl and Richard Miller to stay.*

Respectfully submitted,

Rindy S. Barmore  
Corporate Secretary  
Chautauqua Institution  
Board of Trustees