



## MENDOCINO COUNTY TOURISM COMMISSION, INC.

### BOARD OF DIRECTORS

### MINUTES

**DATE:** Tuesday, July 12, 2016 **TIME:** 1:20 PM

**LOCATION:** Mendocino County Tourism Commission, 390 W. Standley St., Ukiah, CA 95482

**CALL-IN LOCATION:** Mendocino County Tourism Commission, 345 Franklin St, Fort Bragg, CA 95437

**Call-In Number:** 1-800-567-5900 **Access Code:** 694806

**Guests:** Brent Haugen, Pauline Zamboni, Jodi Smith, John Dixon, Jitu Ishwar, Daphne Haney, Tom Jacobson, Alyssum Wier

- I. CALL TO ORDER-The Chair called the meeting to order at 1:19 PM.
- II. ROLL CALL-John Kuhry, Marcus Magdaleno, Debra DeGraw (phone-in from listed location), Sharon Davis (phone-in from listed location), Jo Bradley, Jan Rodriguez, Deborah Kettner (phone-in from listed location), Bernadette Byrne, Jennifer Seward, Jitu Ishwar (phone-in from non-listed location), Absent: Susie Plocher.
- III. CHAIR'S COMMENTS-The Chair stated that the most recent huge milestone that has been overcome is the addition of the new Executive Director (Brent Haugen).
- IV. PUBLIC COMMENT ON NON-AGENDA ITEMS –Alyssum Wier of the Mendocino Arts Council stated that she wanted to meet the new ED, and thank the Board for MCTC's continued support.
- V. APPROVE MINUTES FROM JUNE 14— **Motion to approve minutes made by Marcus Magdaleno; Seconded by Jan Rodriguez. Motion carried (9-0).**
- VI. INTRODUCTION FROM NEW ED-Brent Haugen thanked the Board and handed out a work plan for the next 90-120 days. He will be reaching out to each Director to set up one-on-one meetings within the next few weeks. Team members have been setting up listening sessions with lodging owners for him, beginning in the Fort Bragg area. He will be addressing several issues that the hiring committee brought up, including the legalization of marijuana and the location of the Fort Bragg office.
- VII. UPDATED ON CLOUD AUDIT-Tom Jacobson explained that we have entered into a process using the LastPass password management system that allows one login for access to all other logged in account programs in order to clean up, update security and consolidate our online programs. He has begun work on consolidating online identities for MCTC with the Office Manager. This is a one-time audit, however there is availability for continued updates. There are free versions and various plans for users to access and is great for new transitions with employees leaving or coming on Board; enabling and disabling accounts are simple and more secure with this program. There is a sharing component with different levels of sharing for users. Tom will set up a timestamp document to show how much time is spent on various online programs such as FaceBook, Twitter.

#### VIII. UPDATE FROM FINANCE COMMITTEE—

- 1) Report out from June 29, 2016 Finance Committee Meeting: The Committee decided to assess tracking values of accrued vacation, which will be reflected within the balance sheet. The audit process is currently underway. The Treasurer voiced his concerns and stated that there has not been prudent spending, with many line items exceeding the budgeted amount. As well, there were not accurate records kept during the past fiscal year. The new ED will now oversee reimbursement and receipt practices. Debra thanked the Treasurer for all his extra time spent going over and finalizing the end of year budget; this was seconded by the Chair and members of the Board. The ED stated that there will be a mid-year review looking at revenue in November with reporting to the Board in December to see if any adjustments need to be made to the budget. He suggested there might be need for a contingency fund for any overages that come in. Pauline suggested that there should be a written summary to point out what is needed rather than just looking at numbers.
- 2) ACTION ITEM: Review and possible approval of May 2016 Financials. **Motion to approve May financials made by Jennifer Seward; Seconded by Jo Bradley. Motion passed (9-0).**
- 3) Update on staff Credit Card-Previous staff credit cards have been cancelled and all staff now have their own. One contractor along with the ED's are on order. Debra stated that if there is a rewards program connected to the credit cards then it needs to be used towards business.
- 4) ACTION ITEM: Discuss MCTC's payments of BoD insurance for MCLA & MCPA for the 2016 calendar year and possible action to request reimbursement or cover the cost. MCTC made a Feb. 2016 payment (\$575) to cover MCPA for one year. **Motion to cover cost of MCLA/MCPA for first six months of calendar year, with reimbursement for second six months made by Marcus Magdaleno; Seconded by Jan Rodriguez. Motion retracted. The FC will gather more information. Jennifer would like to know if the previous VMC Board approved the expenditure. Motion tabled.**
- 5) ACTION ITEM: Approve FC recommendations of adjustments to MCTC 16-17 FY budget. **This item tabled until next meeting.** Public comments: Alyssum Wier stated that the Arts Council have five deliverables within their contract with the County along with a continued partnership with MCTC. The Arts Council is strengthening and servicing the county as a whole, rather than one aspect such as a gallery or museum. John Dixon, President of MCLA made comment that historically the Board gave out grants for specific parameters. The grant from the Arts Council was a one-time event (seed money) for them. He stated that continued funding is a result of a slight legacy and questioned if this is an appropriate place for the organization to come to for funding. He pointed out that there are other areas such as the Community Foundation of Mendocino with grant funding capabilities.

#### IX. UPDATE FROM MARKETING COMMITTEE—

- 1) ACTION ITEM: Adoption of Communication Coordinator's contract. This item was carried over from the last meeting's minutes. The Chair stated that festivals should be continued to be worked on. Bernadette stated that Gracia and the Marketing Committee are still working on festivals though Gracia has moved to part-time. **Motion for Executive Director to address contract concerns such as this from now on made by Jo Bradley; Seconded by Bernadette Byrne. Motion passed (8-0).**

X. REVIEW AND DISCUSS 15/16 FY MEDIA STAYS SUBMITTED BY ALISON DEGRASSI-The Treasurer would like to see who was offered but declined on future lists.

XI. REVIEW AND DISCUSS QUARTERLY REPORT 2015-16—ED requested the Communications Coordinator to note what the top performing posts on Facebook are. There are many responses from coastal areas. He also requested more demographics particularly with social media. He stated that he wants to provide more of a return from MCTC outreach action to stakeholders throughout the county and provide the Board with solid information. He plans to work with the Tourism Director to establish goals prior to events and to outline the purpose of follow-ups. Jennifer stated that it is the expectation of the Board that the ED will evaluate all the trips and planned travel as well as all expenses to gauge value of return on investment.

XII. UPDATE FROM ADHOC ED BYLAWS COMMITTEE—Review and discuss Bylaws Revision 11 edits to ARTICLE 5 – SECTION 5.7. Meetings (a), and Section 5.13. Conflict of Interest; ARTICLE 6 – SECTION 6.1. Executive Committee, and Section 6.2. Standing Board Committees (d)(iv),(v) and (vi); and ARTICLE 7 – Section 7.1. Officers.

- 1) ACTION ITEM: Formulate and possible adoption of a standing Executive Committee. Pauline reviewed this item online and found organizations are often split 50/50 on whether to add this Committee or not; often due to the issues of power and control by one Committee. The Board recommends Pauline change the last paragraph (page 8) regarding the three Committees (Finance, Personnel, and Organizational Development Committee) to a Minimum of one and maximum of three Directors, six members at large will remain as worded. The Executive Committee has the power to make action for the entire Board without meeting with the Board, often when there is no quorum available and actions need to happen very quickly. The ED recommendation was to have a fifth person. Jennifer pointed out that we need to make sure that the Bylaws do not conflict with the nineteen points. The Chair stated that the nineteen points are in compliance. **Motion to adopt the language regarding Executive Committee with 4 officers plus Executive Director made by Marcus Magdaleno; Seconded by Debra DeGraw. Motion was rescinded. Motion to have Executive Committee only consist of the four officers made by Marcus Magdaleno; Seconded by Jennifer Seward. Friendly amendment to include the four officers with one additional Board member to be voted on by the entire Board. Motion passed (9-0).**
- 2) ACTION ITEM: Adopt change of meeting days from second Tuesday to second Wednesday within Bylaws. Pauline removed this as an action item per previous Board adoption during last meeting (June 14, 2016).

XIII. CONFLICT OF INTEREST CODE—

- 1) ACTION ITEM: Review and possible adoption of newly drafted “Conflict of Interest Code” to replace the previous “Conflict of Interest Policy” Board approved on May 10, 2016. Jo recommended that County Council review the Bylaws draft and edits. **This item tabled until the next edits are made and**

**resubmitted to the Board prior to the next meeting. Direction from the Board is to refer to County Council and streamline the process.**

XIV. DISCUSS REQUEST FOR PROPOSAL SPECIFICATIONS FOR COUNTY ORGANIZATION SUBMISSIONS—Marcus stated that this may fall under the purview of the Organizational Development Committee or the new Executive Director to be used as a template. Jan suggested that the Board needs to rethink the donation process. Bernadette stated that it would be valuable to have a firm policy on how grants are put forward and evaluated. Marcus suggested that criteria be in place whether it needs to be a non-profit or other organization. Jo sees the money from the BID as marketing dollars and should not be used for grant support. Marcus suggested that if you give money to one Chamber, then the other Chambers should have the same opportunity. Bernadette sees that helping new events (with perimeters) get off the ground would be beneficial and go towards developing tourism. Jennifer sees that a Committee should set up the criteria and include a reporting back section. She would also like to see an updated Vision and Mission to see if the business is in line with that and if this is in line with the policy. The Board directed the Executive Director to put together some suggestions for the Board including specifics for the money to be used for the right reasons.

XV. SET NEXT MEETING-The next meeting will be held on coast on Tuesday, August 9th at 1 PM.

XVI. ADJOURN-The Chair adjourned the meeting at 16:51PM