



AGENDA

Visit Yolo Executive Committee Meeting

Date/Time: March 1, 2018 at 1:00 PM

Consero Solutions

213 G Street, Davis CA 95616

1. Discuss Board Composition Policy
 - a. Attachment : Board Composition Research

2. Review Carbahal & Associates' recommended structure for financials
 - a. Attachment: Draft February Minutes of the Board of Directors

From Interviews:

Austin

1. **Written Policy:** "The composition of the Board shall consist of a minimum of 50% representatives from the hospitality industry including attractions, food and beverage establishments, travel industry professionals, convention and meeting clients, and transportation representatives. Further, permanent positions shall be held by the Director of the Austin Convention Center, a designee of the City Manager, the Chair of the Austin Sports Commission, and a representative of the current exclusive airline provider of the Corporation."
2. **Additional Information from Interview:** The non tourism people are there because "they have an interest in the economic development of the community." The organization tries to have at least one member in finance and at least two from food & bev.

Calaveres

1. **Written Policy:** None
2. **Additional Information from Interview:** They don't follow any board comp policy but try to have a variety from tourism related businesses.

Fresno

1. **Written Policy:** Requires majority hoteliers and 3 government appointees.
2. **Additional Information from Interview:** Remarked that the hoteliers didn't want winery/restaurants on the board because they don't pay into the assessment, but they have one token person from a winery at the city's insistence.

Fairfield

1. **Written Policy:** Five out of the nine board members must be assessed hoteliers.
2. **Additional Information from Interview:** They don't follow any board comp policy but try to have a variety from tourism related businesses.

Monterey

1. **Written Policy:** Eight Directors must be representatives of lodging businesses paying the assessment. Four Directors have to be representatives of the Monterey County travel and tourism industry in some way. [In addition, they have 3 government appointed directors.]
2. **Additional Information from Interview:** Though not outlined in the bylaws, they make sure they have one rep from the two smaller communities of Carmel and Pacific Grove, but the majority are Monterey and Monterey County because that's where the most assessment dollars come from.

Fairfield

1. **Written Policy:** Must be a registered voter in Pismo Beach or a business owner. "Members shall have direct experience and professional interest in increasing local business by promoting Pismo Beach to leisure travelers." Plus one city council liaison.
2. **Additional Information from Interview:** None

San Diego

1. **Written Policy:** 9 Directors (all hoteliers) and 9 "general membership" directors. "Only business owners or business owners' representatives paying the tourism marketing district assessment have the right to seek nomination or election to the Board of Directors of the association. Members of the Board of Directors shall not take an active, voting, fiduciary, non-voting, or ex

officio role on any board of directors of an organization that is an applicant for, or a recipient of, funding from SDTMD." "General Membership Directors shall have a broad knowledge of tourism marketing and significant experience in the lodging industry. Majority assessed businesses. Each director must represent at least one of the following criteria/classifications: Under 299 Rooms, 300 – 499 Rooms, Over 500 Rooms, Downtown/Harbor/Airport, Mission Valley/Old Town, Mission Bay/Pt. Loma/Pacific Beach, City of San Diego North of Hwy 56/UTC Area/Sorrento Valley"

2. **Additional Information from Interview:** The EA says the board "works out to have" more representation from the larger hotels simply because they have more skin in the game than the smaller ones. She says they have at least one member from each neighborhood listed in bylaws on their "general membership" board. Criteria is not based on \$ of assessment.

Seattle

1. **Written Policy:** They have a majority hoteliers policy but no other composition requirements.
2. **Additional Information from Interview:** It is an unwritten requirement that the remaining seats are tourism related businesses.

Sonoma

1. **Written Policy:** None
2. **Additional Information from Interview:** Though not in the bylaws, the policy is 100% hoteliers with the exception of one government appointee.

West Hollywood

1. **Written Policy:** "When selecting new board members, the board will attempt to find a broad representation of the community that will offer diverse perspectives to the board's decisions."
"No business interest may be represented on the board of the WHMVB by more than one seated board member" – Policies and Procedures
2. **Additional Information from Interview:** Majority hoteliers composition is in bylaws. No other criteria is specified.



MINUTES

Visit Yolo Board of Directors Meeting February 15, 2018

Board Members Present:

Al Eby
Wayne Ginsburg
Carrie Green
Maria Lara
Randii MacNear
Tracy Rios
Dan Flynn
Vinod Patel
Reed Youmans

Absent:

Chris Hart
Christy Hayes

Staff:

Tiffany Dozier
Mo Stoycoff

Jill England,
Attorney at Law

City/County:

Ken Hiatt, *City of Woodland*
Diane Parro, *City of Davis*
Alex Tengolics, *Yolo County*

Guests:

Chris Calvert, *Winters Chamber of Commerce*
Petrea Marchand, *Consero Solutions*
Pam Tavenier, *Abbey House Inn*
Sue Westwood, *Carbahal & Associates*

Meeting was called to order at 9:02 AM. No public comments.

Motion passed to approve minutes from January 18, 2018.

Financial Reports

- Sue Westwood from Carbahal & Associates presented the financial reports to the board and talked about the accounting practices of Visit Yolo going forward.
- Ms. Westwood pointed out that nonprofits have restricted and temporarily unrestricted assets. The TBID revenue would be a restricted asset.
- The board discussed the pros and cons of the cash vs. accrual method of accounting. The accrual method is the common practice of nonprofits, and it is how financials are reported to the IRS. However, the delayed revenue of the assessment checks could cause the accrual financials to appear misleading because they will always be a quarter behind.
- Ms. Westwood will come back to the board with a recommendation on accrual vs. cash.
- The board decided to make the financials available to the board and the public without printing hard copies for meetings.
- **Motion carried** to approve the December and January financials.

Current Projects Report

- Staff presented the monthly report on Visit Yolo's ongoing projects. Petrea Marchand commended them on their hard work in light of the absence of an administrative assistant.

Human Resources Consultant and Executive Director Hiring Timeline

- Diane Parro expressed concern that the timeline for the Executive Director was extended to five months. While the idea was to have everything in place before the ED was hired, Randii MacNear suggested that the HR recommendations could be worked on concurrent with the hiring process.

- Carrie Green pointed out that the director should be on board prior to some of the activities so that he or she can be part of the process. Ken Hiatt agreed, adding the new ED should be the one to help get Visit Yolo organized with the current staff.
- Upon further discussion, the board determined that the staffing framework and classification/compensation program should be reserved for the new Executive Director, and that the ED's salary and job description can be determined by the board.
- The board adjusted the timeline to hire the human resources consultant earlier than the February 28 deadline and to focus only on the recruitment strategy for the Executive Director position. The committee will oversee staff implementation of the hiring process, with a two-week application period. The human resources committee will bring the top candidates to the board no later than April, and the board will approve the selection at the May meeting.
- Alex Tengolics believes the hiring decision can be done in closed session. Staff will check with counsel before adding the item to the agenda. Ken Hiatt pointed out that the board can always choose to have a special meeting to expedite the process.
- **Motion carried** to authorize acting Executive Director Reed Youmans to spend no more than \$5,000 on an HR consultant to create the Executive Director recruitment plan *only*, with an understanding that the new ED will take on the staffing framework and classification/compensation program once he or she is on board.
- **Motion carried** to approve the modified timeline as outlined above, and to authorize the human resources committee to work with the HR consultant on the recruitment process.

Proposed Consero Solutions Extended Contract

- Concern about the expense of this contract led the board to revise the proposed scope of work.
- The board agreed that Ms. Marchand should stay on, but that her main focus is to complete the original scope of work to improve Visit Yolo's financial procedures and governance policies.
- The board would like to see the Executive Director in charge of strategic planning and next year's budget. They also do not believe Ms. Marchand needs to conduct the human resources activities because the new ED needs to take charge of that.
- There was general agreement that Ms. Marchand should not be spending as much time creating extensive staff reports and materials for the meetings. Ms. Parro and Mr. Youmans pointed out that few entities have meeting materials this extensive. Members of the board pointed out that the number and length of the staff reports and attachments will naturally reduce as the policy and governance work winds down.
- The board directed staff to provide future board packets electronically and the board will be responsible for bringing electronic or printed copies. Printed agendas will continue to be provided. A printed public packet will continue to be available at meetings.
- The board decided to cut Consero's timeline to February through May with the expectation that the fee will be cut in half. The revised scope of work is as follows:
 1. Assist staff with board of directors meeting packets (Feb-May)
 2. Attendance and presentations at board meetings
 3. Complete draft 2018-19 budget (New ED will finalize)
 4. Assist with hiring a human resources consultant (who will recruit the Executive Director in conjunction with the hiring committee)
 5. Supervise, edit and finalize Board of Directors Policies and Procedures Manual
 6. Complete implementation of financial, governance and human resources recommendations
 7. Assist with the transition of the new Executive Director
- Additional requirements:

- Consero will cap hours at 40 per month. Contract will be on a month-to-month basis up to the time that the new Executive Director is hired.
- Ms. Marchand will return to the board with a revised contract.

Use of Contingency Funds for Additional Legal Services

- **Motion passed** to authorize use of \$15,000 from the contingency fund for legal services.

Proposed Process for Securing Input on Local Budget Priorities

- The board agreed to designate one board member to represent each assessed community. There was also some discussion about appointing an additional, back-up representative.
- Staff is asked to replace the portion that makes staff involvement mandatory with “staff will attend meetings on request.” The Executive Director will be able to review recommendations before they’re brought to the board.
- The board elected to appoint interim representatives and then revisit those appointments once the vacant board seats are filled. **Motion passed** to appoint Reed Youmans the Davis representative and Vinod Patel the Woodland representative. Winters will be represented by one of the new Winters board members once they are in place.
- Mr. Youmans clarified that the board will be approving a board composition policy before appointing new members, and that additional nominations will be brought forward in March. He asked Carrie Green and Tracy Rios to remain on the board until two new Winters members have been appointed. They agreed.
- **Motion passed** (one opposed) to approve the Local Destination Marketing Process as modified.

Visit Yolo Reserve Fund Policy

- **Motion passed** to approve reserve fund policy.

Mission/Vision Statement and Budget Work Plan

- The board expects the Executive Director to determine the budget work plan for 2018/19, but agreed to adopt the current version until such time as the ED can revise it.
- The budget work plan workshops are cancelled for now.
- **Motion passed** to adopt the current draft of the budget work plan after Winters input has been added. This is the guiding document for the 2018/19 budget, which needs to be adopted by June. However, there’s an expectation that the ED can modify the budget during the first quarter and bring it back to the board for approval.

Process for appointing nominees to the Board of Directors

- Because the process needs to be adopted first, the March agenda will propose delaying the election of officers until April.
- Staff is currently doing research on how other destination marketing organizations compose their boards of directors. This research and a recommended policy will be brought to the board in March.
- The board discussed the majority hoteliers policy and how regional representation will be determined.
- Mr. Hiatt and Ms. Parro believe that the jurisdictional composition should follow the spirit of the YCTBID plan and be formulated according to the revenue brought in. They recommend a minimum of two Davis representatives, two Woodland representatives, one Winters representative and one Yolo County representative. These would be minimum requirements; more than the minimum can be appointed if there is interest.

- The Winters representatives advocated for equal representation regardless of revenue. Ms. Rios suggested three from each community.
- The board agreed to make a decision once they've reviewed the research.
- Concern about attendance will be addressed by adding an attendance requirement to the Bylaws.

Closed Session

- The board went into closed session at 11:05 a.m. and returned at 11:20 a.m.
- No action taken.

Agenda items for the Brown Act and committee descriptions were deferred.

Next meeting: Thursday, March 15 at 9:00 AM.

Meeting was adjourned at 11:20 AM.