



Sent and Posted: March 9, 2018 at 3:00 pm

**NOTICE AND AGENDA**

**Visit Yolo Board of Directors Monthly Meeting**

**Date/Time:** March 15, 2018 at 9:00 AM

Location: Woodland Public Library

Leake Center Community Room

250 1<sup>st</sup> Street, Woodland CA 95695

1. Call to order by Board President Reed Youmans; establish quorum; introductions
2. Public comments on items not listed on the agenda
3. Approval of minutes from February 15, 2018 meeting
4. Information on Brown Act requirements for public meeting agendas and board committees
  - a. Brown Act checklist
5. Adoption of updated Employee Handbook
  - a. Employee Handbook
6. Approval of monthly financial reports, cash vs. accrual accounting and reporting, and updated 2017-18 budget
  - a. Staff Report
  - b. February 2018 Financial Statements
  - c. Updated 2017-18 Budget
7. Visit Yolo's current projects
  - a. Staff Project Report
  - b. Visitor Report
8. Approval of local destination marketing expenditures
  - a. Expenditure recommendations from Woodland
  - b. Expenditure recommendations from Davis
  - c. Expenditure recommendations from Winters - deferred
  - d. Expenditure recommendations from unincorporated Yolo County - deferred
9. Update on Executive Director recruitment
  - a. Staff Report
  - b. Project Timeline

10. Review research on boards of directors' composition policies from other organizations and approve Visit Yolo board composition policy as recommended by the Executive Committee
  - a. Staff Report
  - b. Board composition research on policies of other destination marketing organizations
11. Approval of amended timeline for Board nominations and election of Board officers
  - a. Staff Report
12. Issues and scheduling for next meeting
  - a. Next meeting: Thursday, April 19 at 9:00 am
13. Adjourn

*All agenda items are subject to discussion and possible action. All times are approximate. All interested parties are invited to attend the open session portions of the meeting. Time will be allowed for members of the public to make comments on each agenda item (up to 2 minutes). To make a request for more information or to make a request regarding a disability-related modification or accommodations for the meeting, please contact Tiffany Dozier at (530) 297-1900, or visit 132 E Street, Suite 200, Davis, CA 95616, or via email [tiffany@visityolo.com](mailto:tiffany@visityolo.com). Requests for disability-related modification or accommodation for the meeting should be made at least 24 hours prior to the meeting when possible. This notice and agenda is available at [www.visityolo.com](http://www.visityolo.com).*



## 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 provide a recommendation on accrual vs. cash for the March meeting.
- 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 that 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 be responsible for 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 the 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 would be reduced by 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 provide 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 postponed indefinitely.
- **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 and will 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**

- 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.
- Because the board composition policy needs to be adopted first, nominations for the vacant board seats will be delayed until April.
- The March agenda will also propose delaying the election of officers until after the Executive Director is on board in June.
- 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 could be appointed if there was 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.