



north lake tahoe

Chamber | CVB | Resort Association

NLTRA Board of Directors

MINUTES

Wednesday, December 6, 2017 – 8:30 a.m.
Squaw Valley Public Service District Community Room,
Olympic Valley

Board Members in attendance:

Karen Plank, Samir Tuma, Adam Wilson, Brett Williams, Christy Beck, David Tirman, Aaron Rudnick, Jennifer Merchant arrived at 8:48

Staff in attendance:

Cindy Gustafson, Ron Treabess, Amber Burke, Al Priester, Natalie Parrish, Andy Chapman, Dawn Teran

Others in attendance:

Erin Casey, Lindsay Romack, Robert McClintock, Kurt Althoff, JT Chevalier, Leon Aliski, Rebekkah Evans

A. 8:30 a.m. Call to Order-Establish Quorum

B. 8:35 a.m. Public Forum: Any person wishing to address the Board of Directors on items of interest to the Board not listed on the agenda may do so at this time. It is requested that comments be limited to three minutes since no action may be taken by the Board on items addressed under Public Forum.

- JT Chevalier, TCDA thanked the NLTRA for help with the holiday lights. Cindy commented that the trees in front of the Visitor Center were authorized to be lit as well.

C. Agenda Amendments and Approval-MOTION

- One amendment to move Audit item, will be first item before consent calendar, after Robert McClintock arrives.

MOTION to approve the agenda amendments M/S/C David/Aaron/7-0-0

D. Consent Calendar-MOTION

All items listed under the consent calendar are considered to be routine and/or have been or will be reviewed by the Board, and approved by one motion. There will not be a separate discussion of these items unless a Board member or staff person requests a specific item be removed from the consent calendar for separate consideration. Any item removed will be considered after the motion and vote to approve the remainder of consent calendar motions.

MOTION to approve the consent calendar items M/S/C Brett/Karen /7-0-0

1. Board Meeting Minutes –
 - a. November 1, 2017

The Committee Action Summary is provided for informational purposes only. Minutes are available as finalized at www.nltra.org

2. Committee Minutes
 - a. BACC November 9, 2017
 - b. Marketing November 28, 2017
 - c. Finance November 30, 2017
3. Contract Approval (Projects whose funding has already been approved by the NLTRA Board and Board of Supervisors or funding requested is under \$50,000)
 - None at this time

E. Action Items

1. MOTION: Discussion and possible approval of the Kings Beach Fireworks contract-Amber Burke
2. MOTION: Discussion and possible approval of Tahoe City Fireworks contract-Amber Burke
3. MOTION: Discussion and possible approval of the Broken Arrow Skyrace contract-Amber Burke
4. MOTION: Discussion and possible approval of NASTAR contract-Amber Burke
 - All four of the above were previously approved by the Marketing committee.
 - Adam asked if the fireworks is a two year agreement. Amber clarified that yes along with a clause that after the event, by October 1st, could pull out of the agreement with no repercussions. If not, then it would go to a two year contract. Adam requested that this item get brought back to the Board to review at that point to make sure there are no questions or concerns.
 - Amber described details about the NASTAR contract as requested by the Board, since this item it was not included in the original budget. It is a \$5,000 sponsorship funds coming out the \$10,000 Opportunity Fund.

MOTION to approve the Kings Beach Fireworks, Tahoe City Fireworks, Broken Arrow Skyrace and NASTAR contracts M/S/C David/Aaron/7-0-0

5. MOTION: Discussion and possible approval of the Lake Tahoe Autumn Food & Wine Festival contract –Amber Burke (Board action optional)
 - Christy commented that in her opinion it is time to end sponsorship of this event go and she thinks it is a lot of money for a small economic impact.
 - Cindy commented that based on the positive ROI, we fell it is a valuable and it is a geographically valuable event.
 - Amber said this year there will be better lodging tracking this year.
 - Discussion about value of event.
 - Aaron requested a list of changes/new ideas which will be made to the event. Amber said that Jessie and Dan will come to a Board meeting with a complete list and reviewed some of the changes:
 - Increasing venue space
 - Utilizing third party tenants
 - Reaching out to partnerships with winery vendors in advance, getting them collateral for promotion.
 - Expanding the types of restaurants that can attend to include Sacramento
 - Ticketing and prospecting done in an earlier time frame
 - Discussion regarding driving visitors here in the fall.
 - Erin reminded about a past Board conversation regarding formalizing criteria for this type of event, shoulder season, ROI, media exposure value, event location diversity could be incorporated in the Marketing plan.
 - Amber will bring forward a revised event strategy and information in early 2018 that will include social media evaluation information.
 - Brett commented that the Marketing committee will be reviewing the elements of these types of events.
 - Andy reminded that the Resort Assn. owns this asset.

**Jennifer arrived at 9:48*

MOTION TO acknowledge that we are continuing with the Lake Tahoe Autumn Food and Wine Festival contract. M/S/C Samir/David/ 7-0-1 Jennifer abstained

6. MOTION: Presentation and possible approval of the Economic Significance of Travel to North Lake Tahoe report- Leon Aliski, Dean Runyan and Associates
- Brett suggested extracting the key information from the report /clarification regarding trips/and other info on the charts, formalizing the report and getting feedback from Dean Runyan on what data to release public that would make the highest impact
 - Samir requested the Dean Runyan report separately. Cindy said we would supply the report to the Board members. *Report is posted online [here](#).
 - Ron said as we receive additional comments/more comparisons out of the region, the report will be updated.

MOTION TO approve the Economic Significance of Travel to North Lake Tahoe report. M/S/C Samir/Brett/8-0-0

7. MOTION: Consideration of Bylaw Revisions: Composition of the Board, Terms of Office and Consolidation of Elections – Cindy Gustafson
- Cindy reviewed the slideshow and described what has transpired historically.
 - Cindy reviewed potential Board member makeup and terms. She clarified that there are currently 5 open seats and the election extension date of January 10th.
 - Adam wanted to clarify that; election decisions made in the past by the membership are being honored, and that the available seats are up for election earlier than planned.
 - Cindy said that Sugar Bowl and Ritz Carlton have confirmed that they will commit to having seats on the board. RSC has not yet confirmed.
 - Samir pointed out that designated seats can leave their position which would need to be refilled.
 - Jennifer inquired about committees other than Finance which are not included in the Bylaws. Cindy said that committee structure needs to be reviewed and added into the bylaws.
 - Board agreed that the Next step is to review the Supplemental Operating Procedures.
 - Jennifer remarked that in her opinion, the Chamber of Commerce reorganization is not being addressed and her opinion the Chamber needs to be evaluated before these bylaw decisions should be made as it may further divide the small/large business communities.
 - Cindy stated that the small businesses can be represented and there are 10 seats that can potentially be elected by small businesses. She supports a balance of large and small.
 - David spoke on the long evolution of this process and that he supports the recommendation as it stands.
 - Samir agreed that this configuration does not completely solve the Chamber issues. Yet, he feels it is not yet time to make decisions regarding the Chamber's future or for the Chamber to be independent of the NLTRA. He suggests to add a regular revisiting of the bylaws regarding the Board make up to the work plan.

**David Tirman left the meeting at 11:15 a.m.*

- Timeline for process discussed: February election/ballots, March decision, take seats in April.
- Jennifer questioned the role of the advisory board as compared to ex-officio. Cindy replied that the advisory role would be a Board decision and the expectations should be added to bylaws and supplemental operating procedures.
- Ron pointed out that the name going from ex-officio to advisor was a state governmental change.
- Aaron agreed that the Chamber issues should be decided on first and is concerned about so much bigger business involvement. He expressed concerns over the proposed board structure. He also suggested that the bylaws be reviewed every year.
- Adam stated he would like to look at bylaws every year as well.

- Samir suggested discussing what process the Board is going to use to apply for Board positions, i.e.; applications, presentations at Board meetings, public input, suggested looking at best practices prior, including possible private input from the public.
- Cindy pointed out that an election committee procedure is already described in the current bylaws and through the supplemental practices more individuals can be appointed to participate.
- Discussion about appointed/designated pros/cons.
- Cindy expressed her concern over Board members non-participation in general and how this has been a problem.
- Cindy announced that Joy had requested adding that two of the at large elected seats be divided by geography of the lake. Cindy suggested in order to do that, to remove two appointed seats and add two to the elected seats.
- Ron said the reason for the appointment is so that the Board can make the final seat decisions.
- Jennifer suggested strengthening wording regarding the appointed seats, since it currently states it is a “preference”, as opposed to a requirement.
- Jennifer questioned Page, 10 Section 3, Article Two “At large any member”, but since members consist of members outside of the county, should be changed to “..any member as defined above.” Change will be made.
- Brett spoke in favor of the process.
- Public comment, JT said that the TCDA will support the process of our Board elections to ensure we have a variety of representation.
- Adam requested that by February 2018 the Supplemental Operating Procedure be looked at and bring language back to the Board to address public outreach to ensure feedback outside of the Board.

MOTION: Accept the new composition of the Board, terms of office, consolidation of elections, with additions to supplemental operating procedures and the bylaw changes. M/S/C (Brett/Christy/5-2-0) Jennifer and Aaron voted no. David Tirman was absent from the vote.

8. MOTION: Review and possible approval of the proposed Capital Projects Advisory Committee
- Erin presented using infographic. Approval is on the Board of Supervisors agenda for December 12 and will then they move forward with appointments.
 - Christy expressed concern that the SV Business Assoc. not well represented by other seats. Jennifer explained that the number of Bus. Association seats does not represent the ski resorts and Donner Summit.
 - Samir responded with the fact that Squaw Valley can be represented in other appointment areas and there is plenty of other opportunities for Squaw Valley.

MOTION: To approve the proposed Capital Projects Advisory Committee M/S/C (Karen/Aaron/6-0-1) Jennifer abstained.

**Jennifer left at 11:47*

F. C.E.O. Informational Updates – Verbal Report

1. Verbal updates will be presented at meeting.
 - Cindy updated on CMO final 3 candidates, decision /recommendation will be made early next week.
 - Introduced Rebekkah Evans, CEO Placer County Visitor Bureau.
 - Adam commented regarding CEO goals; will bring back after closed session in January, once we better understand what’s to come.
 - CEO regarding item E5 staff meeting regarding AFW and event policy.

G. Special Report (Item was moved and reviewed prior to Item E.6)

1. Robert McClintock presented audit overview.

- Cindy stated that the data loss was a major contributor to the delay of audit. Timing of adjustments, and more resources will be utilized if needed. In the future we will be more prepared and systems are being put into place. Cindy will be reviewing recommendations and will ensure they are met in a timely fashion.
- Al stated that draft versions of the budget are due to the closure of the audit and now is on schedule. He said \$40,000-\$50,000 was saved by not employing an outside organization to rectify the data loss.
- Jennifer asked if there is a new/dependable backup system. He said now there is a daily backup, and a system is place with a one month window for corrections. There is also a second QuickBooks backup, which is made onto a thumb drive every Friday.
- Personnel policy, HR and management updates are behind at this time, due to the focus on the Finance side. Cindy is investigating outsourcing in that area, and will bring that back to the Board.
- Jennifer inquired about the budget showing a loss in membership on page 149. What is the status of deferring revenue to compensate? Al clarified that it not a deferring of revenue, it represents a portion of the cash that is not recognized as revenue and that cash is in the bank until it is exhausted. This is non-TOT revenue.
- Motion to accept the auditor's report M/S/C Jennifer/Brett. Motion rescinded. Move to add item as an action item and approval of auditor's report
M/S/C Jennifer/Aaron. Motion rescinded.

MOTION to amend the agenda to add the auditor's report as an action item. M/S/C (Jennifer/Aaron/8-0-0)

MOTION to accept the auditor's report. M/S/C (Christy/Aaron/8-0-0)

- Cindy will check with attorney on rules of adding a new motion onto an agenda after the agenda has been posted.

H. Reports/Back up Documents-Meeting Packet Part Two

The following reports are provided on a monthly basis by staff and can be pulled for discussion by any board member

1. Destimetrics Report
 2. Membership Accounts Receivable Report, September 2017
 3. Membership Staff Report
 4. Membership Upcoming Events/Programs-Shop Local Holiday Contest
 5. Conference Revenue Statistics Report
 6. Monthly Summary of Transportation Meeting Outcomes
 7. Finance Committee Reports, (*Draft*) October, 2017
1. Correspondence
 - a. Thank you letter from Tahoe City Downtown Association.

I. Directors Comments

- None

J. Meeting Review and Staff Direction

- Item E5: staff meeting regarding AFW and event policy.
- Item G1: will follow up on Audit recommendations and procedures and checking on ability to add items to the agenda.

- Item E6: Summarize report on economic significance of travel and look at data and what to bring back recommendations for future additional areas. Will make sure the report and presentation available to public.
- Item E7: Will review bylaws procedure and be proactive, refreshing annually. Outline expectations/participation for advisory board members and procedure for appointing directors for public outreach and opportunities. Will bring back in January.

K. Adjournment 11:50 am