



## **MINUTES: Meeting of the Board of Directors**

**Thursday, September 28, 2023**

### **CALL TO ORDER**

The meeting was called to order at 1:00pm by Chair Amanda Bombard. This meeting was held in the Founders Room of US Bank with in-person attendance only.

### **DIRECTORS PRESENT (18)**

Bombard, Fornasiere, Noll, Stevenson, Villalobos, Allen, Bradley, Flathers, Foley, Glass, Kielpinski, Maistros, MacGugan-Cassidy, Paret, Teng, Thomas, Vega, Wright

### **DIRECTORS ABSENT (1)**

Hohenstein

### **STAFF PRESENT (4)**

Luttjohann, Miller, Warner, Johnson

### **GUESTS (2)**

David Montano, Grayce Upton

### **REPORT OF THE CHAIR**

Proposed Budget—Bombard introduced the topic of the budget and gave Luttjohann the floor, who stated when the Executive Committee met, they did a line-by-line overview of the budget. Fornasiere and Wright entered the meeting at 1:02. Luttjohann reviewed budget highlights. Bradley entered the meeting at 1:03. Luttjohann called attention to some income items; fireworks income decreased for two years due to letters not being sent soliciting donations, but in 2024 a donor program is slated to be reinstated. On the expense side, he informed the TOT true-up funds allowed for higher marketing expenditures. Paret left the meeting at 1:05. Luttjohann explained, staff is unexpectedly down due to one employee going from full-time to part-time. There was an error and subsequent adjustment in sales; the budget reflects the real figures. Consulting fees, office space rent and website fees are lower expenses this budget period. After discussion, Bombard called for a motion to approve the budget.

Motion to approve the Proposed Budget by Noll, second Fornasiere; roll-call vote passed, all ayes with exception of Paret, who had stepped out of the room.

Update to Bank Account Signers—Bombard asked if any Board Members are willing to become signers on the two checking accounts. Michael Ponce and Steve Hoefs will be removed from the US Bank checking and Ponce also needs to be replaced on the Farmers & Merchants account. MacGugan-Cassidy agreed to be placed on the US Bank account; Bombard volunteered to be on the Farmers & Merchants account. Paret re-entered the meeting at 1:10.

Motion to remove Ponce and Hoefs from the accounts and add MacGugan-Cassidy to the US Bank checking and Bombard to the F&M account by Glass, second Villalobos. Passed with abstention by Foley.

Excused Absence for Hohenstein—Hohenstein submitted a request to be excused from today's meeting due to a work conflict.

Motion to approve excused absence by MacGugan-Cassidy, second Bradley; passed unanimously.

### **CONSENT ITEMS**

Approval of Minutes from June 8, 2023; Financials for June 2023, Fiscal Year End (unaudited); July 2023 and August 2023.

Motion for approval Noll, second Kielpinski; passed unanimously.

## **DISCUSSION AND POSSIBLE ACTION ITEMS**

Consideration of Bylaws Amendment—Bombard turned the floor over to Luttjohann for presentation and discussion of the possible bylaw amendment. Luttjohann consulted with CIVITAS legal staff on a bylaw change allowing removal of a member if certain issues were to arise. The advice is outlined in the packet along with a recommendation to revise. Options are to convene a special meeting of all members or send a ballot to all members. The ballot option allows for tracking of businesses (as of August 18, there were 220 business members). Some discussion ensued on the 10% participation as stated in the current bylaws. Luttjohann feels more than 10% of business members will participate and explained the ballot still requires a majority to make changes. Noll clarified that the Board can't change the bylaws, members must do that. Fornasiere asked if a motion was required. Luttjohann would like a motion directing the use of the ballot process. Kielpinski asked about a time limit for returning the ballots.

Motion to mail a ballot with a 30-day return time by Kielpinski, second Paret; passed unanimously.

President's Report—Luttjohann deferred to the submitted written report included in the packet with new items in red. He explained Kind Traveler and how it can associate with a Care Fund set up as a subsidiary 501c3. Stevenson asked how many are currently part of Kind Traveler. Luttjohann responded there are two but more are interested. MacGugan-Cassidy inquired about the cost of setting up the subsidiary 501c3. Luttjohann stated it would be minimal. Discussion ensued including, attorney fees would easily be \$1-2K and some expressed a 501c3 is easy to set up without a lawyer assisting. MacGugan-Cassidy suggested this be tabled for now and Stevenson agreed saying to revisit it next year. Luttjohann will earmark it as an agenda item in one year's time.

Marketing Report—Fornasiere presented a video to launch the 4<sup>th</sup> quarter that was viewed at the COA Council meeting in August. She said the annual printed report is available but was passed out at the Annual Meeting in July. Another video "Cast Aways" featured the previous week at the CalTravel conference in Monterey, CA was shown. Love Catalina is running a fall marketing campaign offering pay for two nights and stay the third for free. Upcoming promos are in the works for the holidays and Best of Winter. The DAM photos are now available for member use. This portfolio will continue to build and members can share their photos there too. Bombard asked if Catalina Express is allowed to use the photos and Miller replied, yes. The annual Marketing Conference is scheduled for Thursday, November 17, at TopSide, 11:30-3. All Board Members should mark their calendars and attend. Fornasiere emphasized, this is the reason for being on this Board; marketing decisions are made for the following year at this annual conference. She urged all to sign up as it is very important. She reminded; 2024 Visitor Guide advertisement agreements must be submitted by tomorrow. Warner said that a commitment is necessary, but if artwork is not ready it is okay to submit art in a few weeks but the ad size must be known tomorrow.

Events Report—Luttjohann reported for DeMyer and shared information she requested stating she must work remotely while receiving treatment and dealing with a compromised immune system. Luttjohann read her written report. RFP for the summer concert series was issued August 14 with questions due before October 31 and the proposal submittal date of November 10. Currently there are four possible bidders listed in the report but one more has expressed interest. Two on-going Fixers are listed in the Thursday Update; Sexual Harassment Prevention Training and Responsible Beverage Server class. The 50<sup>th</sup> Annual New Year's Eve Gala is an elevated experience at a premium price. 343 guests comprise 88 reservations as of Sept 19 and last year reservations did not go live until September 15. MacGugan-Cassidy asked Maistros about e-waste and if Environmental Services can begin taking this from businesses. He responded with a non-committal 'working on it' comment.

Visitor and Member Services Report—Luttjohann presented new membership applications for Catalina Cones, Catalina Xtreme Parasail, Love Hamilton Cove, Avalon Anglers and Captured Memories LLC and added that new membership applications for Akuario and Flx Biergarten will be voted on individually due to possible Board member conflicts.

Approval of the first five New Members

Motion for approval Noll, second Vega; passed unanimously.

Approval of New Member Akuario Presents Immersed

Motion for approval MacGugan-Cassidy, second Fornasiere; passed with abstention by Thomas.

Approval of New Member Flx Biergarten

Motion for approval Kielpinski, second Maistros; passed with abstentions by Stevenson and Allen.

Code of Conduct Policy is near final draft stage. Luttjohann stated, CITA was advised to share the final draft with all new members.

Motion to approve the Code of Conduct Policy by Paret, second Villalobos; passed unanimously. Member Drop/non-renewal report is a potential drop list of current members with unpaid dues. Kielpinski asked if these members would be notified and Luttjohann replied they would be sent an email.

#### **BOARD MEMBER UPDATES**

Fornasiere reported the Catalina Museum's upcoming First Friday event is October Fest that encourages attendees to bring a stein. Saturday, October 21 the newest documentary will be premiered; a feature on Jay Guion. November 1 the annual Día de los Muertos Family Festival will be celebrated with participation from the community. December 16, the Loyola Marymount choir will return and perform a free holiday concert.

Stevenson also announced an October Fest event at Flx Biergarten, Sept 29-Oct 1. One portion of the event begins at Flx with \$25 for a souvenir stein and one beer. The participants then carry their stein to other participants to continue the Catalina Ale Trail.

Villalobos shared that IEX helicopters will participate in the May PowWow and invited other businesses to partner. The helicopter service is introducing a new reservation system with flex pricing. He also encouraged others to consider sponsoring local Gabe Hernandez as he attempts to further his golfing career; Luttjohann will add this to the TV monitor.

Paret stated CIMC has a new doctor certified in sports medicine which is less invasive and avoids surgery. An infusion program should be available soon. A telescope program will connect with a neurologist for a faster and better outcome. An environmental study was ordered for the new hospital site. Covid vaccines have arrived along with flu vaccines. Tomorrow a pain specialist will be at the clinic. The CIMC has adopted a new name: Catalina Island Health which is more in line with Irvine medical facility.

Flathers announced their Food Tour is going well and is offered four days each week.

Noll reminded the annual Chili Cookoff is on October 7 at South Beach from 1-5pm, sponsored by Rotary.

Guest David Montano informed the group of an upcoming Breast Cancer walk on October 28. This is with the Susan G Koman foundation and more information will be forthcoming.

#### **ADJOURNMENT**

There being no further business to come before the Board, Chair Bombard adjourned the meeting at 2:06pm.