



Visit Estes Park
The Destination
Marketing Organization
VisitEstesPark.com

Board of Directors Regular Meeting February 21, 2017 Minutes

Board Members Attending: Morgan Mulch, Steve Kruger, Charley Dickey, Karen Ericson, Lindsay Lamson (by telephone), Adam Shake, Cody Walker (Town Trustee Liaison), and David Ciani.

Also Attending: Michael Fogarty, Jim Pickering, Michelle Hiland, Paula Scheil, Ken and Carrie Arnold, Kyle Patterson, and Scott Webermeier.

Elizabeth Fogarty, President and CEO, Visit Estes Park
Michael Bodman, Finance & Administration Manager, Visit Estes Park (taking minutes)

Catherine Tellerico, Visit Estes Park legal counsel (by telephone for executive session)
Johnathon Intolubbe-Chmil, Visit Estes Park legal counsel (by telephone for executive session)

The meeting was called to order by Chair Steve Kruger at approximately 1:05 p.m.

A. Action Items

1. Approval of Agenda

Dickey moved and then withdrew a motion to move action item seven, concerning bylaw amendments, to a discussion item. Dickey maintained that any changes during discussion would trigger a new 10-day notice period. The withdrawal by Dickey was made upon comments by Kruger and the advice of legal counsel, who stated that any changes could be put into the discussion and would not, in fact, trigger a new 10-day notice period, despite assertions made to the contrary. Ericson moved to approve the agenda, Mulch seconded, and the Board approved 6-1 with Dickey opposed.

2. Executive Session

Kruger moved to enter into Executive Session, Ciani seconded and Board approved unanimously.

The executive session was held pursuant to Section 24-6-402(4)(b) C.R.S. for purposes of consulting with Visit Estes Park attorneys to receive legal advice related to a hearing requested by Ms. Hiland.

Kruger moved to exit Executive Session, Morgan seconded and the Board approved unanimously.

3. Approval of 12/29/16 Revised Minutes

Dickey stated that the 12-29-16 special meeting minutes might need to reflect the vote that was taken to come out of executive session. Fogarty replied that she consulted legal counsel and there was not, in fact, any requirement to do that, despite assertions made to the contrary. Shake moved to approve the minutes, Mulch seconded, and the Board approved unanimously.

4. Approval of 1/17/2017 Board Meeting Minutes

Dickey stated that the word "and" was repeated twice at the end of page two, and that the meeting started at 2:07 rather than 2:00 p.m. Shake moved to approve the minutes, as amended, Mulch seconded, and the Board approved unanimously.

5. Approval of 1/03/17 Board Meeting Minutes (Prior vote – Approved minutes subject to change)

Kruger noted that the minutes were revised to reflect in greater detail what was stated by Hiland during public comment. However, going forward, Kruger stated that, upon the advice of legal counsel, it was determined that, despite assertions made to the contrary, the minutes should remain a summary and not become a verbatim transcript of what was stated at the meetings. Dickey moved to approve the minutes, Mulch seconded, and the Board approved unanimously.

6. High School Band Contribution

Kruger noted that the Town eliminated the usual \$5,000 contribution to the Estes Park High School Band to help balance the budget for 2017. The question posed by Kruger was whether Visit Estes Park should contribute \$2,500 to the local high school band.

A discussion ensued about the appropriateness of Visit Estes Park contributing. Specifically, the Board discussed whether to put such a contribution under the budget item for local sponsorships or marketing, since the band would use the funds to attract an event to Town. Shake moved to approve a \$2,500 one-time contribution to the band, Mulch seconded, and the Board approved unanimously.

7. Amend Resolution Section 309 (Number of Signatories) and 501 (Notice procedure for future Bylaw changes)

Dickey stated that he would like to add some amendments beyond the two under consideration related to the Mission and Vision statement and nominating committees. Dickey maintained that Visit Estes Park is not in compliance with the bylaws. Kruger replied that legal counsel is conducting a comprehensive review of the bylaws. Until that process is complete, Kruger indicated that further suggested changes to the bylaws would be premature. Kruger also stated that he confirmed with legal counsel that Visit Estes Park is not, in fact, out of compliance. Fogarty added that the two initial changes proposed by legal counsel are the ones they identified as first-priority, and legal will continue with the process as needed.

Shake stated that the Board could take Dickey's suggestions under advisement, and the Board concurred. Dickey noted that there should still be a limit imposed on the number of bank signatories. Fogarty replied that there could still be a limit specified in the policies even if the limit gets removed from the bylaws.

Ericson moved to approve the first bylaw amendment concerning bank signatories, Mulch seconded, and the Board approved 6-1 with Dickey opposed. Ericson moved to approve the second amendment concerning the bylaw amendment notice procedure, Shake seconded, and the Board approved unanimously.

8. Board Governance – Service Agreement RFP's

The Board discussed the pros and cons of the proposals submitted. Dickey raised objections to the process because it was not a formal RFP but rather a more informal invitation to bid. Kruger replied that, despite assertions made to the contrary, a formal RFP process is not required for a service contract based on the advice of legal counsel. But, nonetheless, Kruger elected to bring the issue to the Board for discussion and a vote in the interest of transparency.

Fogarty added that she discussed potential board governance agencies to consider, with the Town Administrator. Fogarty also noted that a formal RFP, which is not required in this case, could result in many unrelated responses by agencies who do not understand the needs of the board. Instead, calls were made to discuss the needs of the board, and proposals were submitted, thereby resulting in customized options for the Board to consider. Shake stated that it's important for the Board not to add another layer to the operational onion, which is complex enough already.

Mulch moved to approve Mountain Sage Consulting's proposal, Shake seconded, and the Board approved unanimously. After the vote was taken, Lamson noted that a Destination Marketing Organization (DMO) like Visit Estes Park is different than a municipality; by design, DMOs like Visit Estes Park have greater flexibility than a municipality, at least on certain issues.

B. DISCUSSION ITEMS AND REPORTS

1. RMNP Update – Kyle Patterson, Management Specialist/Public Affairs Officer

Visitation has increased a great deal over the past few years, according to Patterson. September 24 was the top visitation day in 2016. Shuttle operations are increasing along with overall visitation. Adaptive vehicle restrictions in certain areas, such as Bear Lake Road, were necessary last year starting in late June through September. There is a needs assessment planning process underway. In 2016, Great Smoky Mountains, Grand Canyon, Yosemite, Rocky Mountain, Zion, and Yellowstone were the most visited national parks, in that order.

2. Town Board Liaison Update – Trustee Cody Walker

Walker stated that a vacation-home moratorium is under development. Airbnb reached an agreement to remit sales taxes directly. The Visitor Center is installing visitor-counting software. No one responded to the Town's RFP to provide meal service at the event center. The parking garage is moving ahead, but there have been problems along the way. The Moraine Bridge project is tentatively scheduled to start in November. The family advisory board was approved.

3. Guiding Principles – Positive Intent

Kruger stated that assuming positive intent is not always easy to do. Board members shared their own thoughts on the issue of positive intent. Kruger asked Fogarty to share the example of the trade name renewal, and how what happened illustrates the benefits of assuming positive intent and following established communication procedures when an issue or confusion arises.

Kruger added that it's important to work with and not against one another and for Board members not to create, intentionally or unintentionally, negative public perceptions about Visit Estes Park as an organization. Dickey replied that his intent was to protect the organization. Ericson clarified the point being made was to reinforce the already established communications procedures.

4. VEP Seat on the EDC Board

The Board discussed selecting Ciani to sit on the Estes Park Economic Development Board (EDC) Board, with Shake abstaining from the selection process.

5. Mark Holdt – Board Governance

Holdt went through his Board Governance presentation, and the Board contributed their thoughts as Holdt went along. The Board agreed to convene at a retreat location facility to begin the policy based board governance process.

Board Comments - Shake stated that the EDC has some future activities scheduled concerning business retention and expansion. Dickey stated that he attended the latest town audit committee meeting. The Town Shuttle is selling advertising, according to Dickey, and touchscreens have not been installed at the Visitor Center. Fogarty replied that these issues have been addressed already. Dickey added that public comments should be statements, not the beginning of a conversation. Dickey expressed his desire to put the sunshine law issue to rest. Kruger offered to read a message from legal counsel clarifying issues on the sunshine law and Dickey agreed for Kruger to share it.

Public Comments - Please state your name & address. We allow three minutes for public comment.

Carrie Arnold. 750 South Lane, Estes Park, CO, 80517. As the owner of Deer Crest Resort, Arnold stated that the lodging industry is concerned with the community as a whole. She added misgivings about various public comments made by local residents Art Messal and Michelle Hiland, who are attempting to discredit Visit Estes Park, which is a waste of time and money, according to Arnold.

Ken Arnold. 750 South Lane, Estes Park, CO, 80517. Arnold thanked the Visit Estes Park Board for its hard work. He made comments about positive impact and growth in the community, which have been provided by Visit Estes Park's efforts. Michelle Hiland. 1767 Wildfire Road, Estes Park, CO, 80517. Hiland raised concerns about ethics and transparency. She stated that Visit Estes Park needs to do a better job, particularly on these two issues.

James Pickering, Chairman of the Board of the Estes Park EDC, 533 Big Thompson Ave, Estes Park, CO, 80517. Pickering offered thanks and support to Visit Estes Park. He noted that habitually negative criticism can be corrosive and should be ignored. Pickering stated the the Estes Park Economic Development Corporation is supportive of VEP and if Pickering encouraged VEP to contact the EDC if VEP needed anything.

Wendi Bryson, Operations Manager of Visit Estes Park, 1200 Graves Ave, Estes Park, CO 80517. Bryson stated, while the VEP staff stood with her in-person, an affirmation on behalf of the current Visit Estes Park staff that none of the current staff was consulted by Hiland before Hiland made false claims and negative criticisms before the Town Board, County and others, mentioning a hostile and toxic work environment for staff working inside the Visit Estes Park organization. The staff's letter stated none of that is true and that Art Messal and Michelle Hiland's behavior is unconstructive.

Steve Kruger, Chairman of the Board of Visit Estes Park, 1200 Graves Ave, Estes Park, CO 80517. Kruger read a prepared statement stating his opinion that Messal and Hiland seem to think that they have been appointed to speak for the community as a whole when, in reality, they can only speak for themselves. Kruger stated his opinion that Messal and Hiland's arguments carry no weight with him and do not represent those of the community. Dickey reiterated his earlier position that public comments should be statements, not the beginning of a conversation. Kruger replied that he is finished responding to Messal and Hiland.

C. ADJOURN

Ericson moved to adjourn at approximately 4:15 p.m., Mulch seconded, and the Board approved the motion to adjourn unanimously.



Michael Bodman, Recording Secretary

3-21-17
DATE:



Steve Kruger, Chair

3/21/17
DATE: