



Visit Estes Park  
The Destination  
Marketing Organization  
VisitEstesPark.com

# Board of Directors Regular Meeting April 4, 2017 Minutes

**Board Members Attending:** Steve Kruger, Charley Dickey, Lindsay Lamson (by telephone), Adam Shake, Mayor Todd Jirsa (Town Trustee Liaison), Morgan Mulch, and David Ciani.

**Board Members Absent:** Cody Walker (Town Trustee Liaison)

**Also Attending:** Paula Scheil, Ken and Carrie Arnold, Michael Fogarty, and Scott Webermeier.

Elizabeth Fogarty, President and CEO, Visit Estes Park

Michael Bodman, Finance & Administration Manager, Visit Estes Park (taking minutes)

The meeting was called to order by Chair Steve Kruger at approximately 2:00 p.m.

## A. Action Items

### 1. Approval of Agenda

Mulch moved to approve the agenda, Ciani seconded, and the Board approved 5-1 with Dickey opposed.

### 2. Approval of 3/20/2017 Board Meeting Minutes

Dickey noted that outreach should be added to the minutes.

Shake moved to approve the minutes, subject to edits on the last paragraph of the second page, Mulch seconded, and the Board approved unanimously.

### 3. Approval of 3/21/2017 Board Meeting Minutes

Ciani moved to approve the minutes, Dickey seconded, and the Board approved unanimously with Mulch abstaining.

### 4. Approve Resolution 03-17: Naming Bank Signatories (Replacing Karen Ericson)

Dickey commented that it was odd that he was not consulted about the proposed resolution since he is the Treasurer.

In addition, to establish a consistent template, Dickey requested the following edits: (1) Adding a title describing the resolution below the resolution number; (2) Using the term Chair instead of Chairman, (3) Using Secretary as the attest person instead of Vice Chair, (4) Changing the date in the first sentence from January 3 to January 1, and (5) Adding a punctuation mark at the end of the second sentence beginning with the word "whereas." Ciani suggested deleting the date (January 3 vs. January 1), since it does not really matter, and not spend time trying to figure out what the correct date should be, and the Board agreed without objection.

Dickey moved to revise the resolution and table it until the next meeting, Mulch seconded, and the Board approved unanimously.

## B. DISCUSSION ITEMS AND REPORTS

### 1. Town Board Liaison Update – Trustee Cody Walker, Mayor Jirsa in place of Walker.

Mayor Jirsa stated that five applications have been received for the vacant VEP Board seat. The Town is arranging interviews. One VEP Board member will be allowed at the interviews as an observer.

Channel 7 News will be in town doing interviews regarding Interior Department (National Park Service) budget cuts and any effects on RMNP.

The Board discussed how a third-party board orientation and training (e.g., Mark Holdt) for new board members would be helpful. Ciani noted that this issue needs to be formally written into the Board policy documents.

### 2. Guiding Principles

To get everyone on the same page, Kruger stated that he wanted to discuss issues that have arisen in the past few months. In this connection, Kruger asked Dickey if he received the 2013 bylaws along with the rest of the Board when the bylaws were amended earlier this year; Dickey confirmed that he did, in fact, receive a copy of the 2013 bylaws, despite earlier statements to the contrary. But Dickey maintained that he received a redlined copy as opposed to a signed copy confirming that the 2013 bylaws were actually approved. Kruger read a written statement from Visit Estes Park attorneys confirming that the bylaws and any amendments to the bylaws do not need to be signed, but rather the minutes documenting the approval of the bylaws and any amendments to the bylaws serve as the relevant signed document. Therefore, Dickey's request for a signed copy of the 2013 bylaws is irrelevant. Moreover, Kruger shared with the entire Board, documentation showing that the bylaws and the amendments to the bylaws, including the 2013 amendments, were properly approved by the Board, despite assertions made to the contrary by Dickey.

Kruger indicated that he intends to discuss issues raised between Board meetings around the Board table at the meetings, rather than responding to individual Board member requests for information in-between meetings through back channels outside the Board room table. The Board discussed positive intent and whether all Board members are willing to abide by this guiding principle. No one objected to this guiding principle.

The Board agreed on the need to establish complete, consistent, and correct documentation and strategic policy documentation. Dickey suggested annual reviews of the bylaws and inter-governmental agreements because things get out of date. In addition, Dickey stated that all the Board member binders should be the same and updated if needed.

Kruger read a statement from Visit Estes Park attorneys confirming that the term adopted on the 2011 bylaws is appropriate since those were the first bylaws approved by Visit Estes Park as an independent entity. In addition, Visit Estes Park attorneys confirmed that there is no legal difference between the words revised and amended, contrary to Dickey's feedback.

The Board discussed treating each other with respect, and whether or not all Board members are willing to abide by this guiding principle. No one objected to this guiding principle of treating each other with respect. The Board discussed communicating truthfully, candidly, and honestly and whether all members are willing to abide by this principle. No one objected.

The Board discussed the need to avoid statements and behavior that imply that an individual Board member is acting on behalf of the DMO when, in fact, that individual is acting in their capacity as an individual businessperson in the community. The Board discussed how this issue has created confusion in the minds of VEP stakeholders in the past. All Board members agreed

that, in the future, they would avoid creating appearances that a Board member might be representing Visit Estes Park when, in fact, they are not.

### 3. Policy Based Board Governance: Operations vs. Strategic Planning

The Board asked Dickey what compelled him to take action on a trade name renewal for Visit Estes Park without seeking any prior guidance or consultations through proper Board communication channels. Dickey admitted that what he did was improper, since he should have consulted with the Chair or the CEO before taking matters into his own hands, which made the trade name renewal significantly more complicated and time-consuming than it needed to be. Fogarty added specific information about how her previous statements regarding the trade name renewal were, in fact, truthful and accurate, despite assertions made to the contrary by Dickey.

The Board discussed how every meeting has begun with a nay vote on an issue concerning the order of the agenda items, even after the Board voted to put that issue to rest, and despite the fact that all members are required to support agreed-upon decisions.

The Board also discussed the issue of refraining from behavior that harms public perceptions of the DMO. In this connection, the Board discussed an incident where Dickey showed up at VEP operational offices without making an appointment. The Board discussed how Dickey demanded to see a copy of the signed 2013 bylaws, was given them, and then proceeded to sit in the lobby of the public building while raising his voice to CEO Fogarty, where VEP operational offices are located and waited in protest as opposed to leaving, thus engaging in behavior that could be harmful to public perceptions of the DMO, contrary to guiding principles agreed upon by the Board.

The Board discussed a document summarizing VEP transparency and outreach efforts by primarily the CEO and some staff outreach as well. The Board agreed that the outreach was comprehensive and exhaustive, and no additional layers of transparency or outreach are necessary.

Dickey proposed having VEP email addresses for Board members, and making these emails open to the public. The Board did not agree to this proposal, citing the need to keep operational information flowing towards the CEO as the public face of the organization and the need to keep valuable proprietary DMO information that could be used by competing DMOs confidential. The Board discussed how the DMO industry is not the same as municipal government, and public email access is not consistent with nationwide DMO industry standards for some very good reasons. For instance, the travel industry is highly competitive, unlike municipal government.

#### **Board Comments -**

Ciani commented that he's still positive about the Board and VEP as an organization. Dickey commented that he still has not received a VEP organizational chart with boxes diagramming things. Fogarty agreed to share an organizational chart with the Board.

Dickey also raised concerns about personnel contingency plans. Dickey maintained that there is a conflict of interest between the lodging industry, represented by EALA, and VEP. Dickey called for Fogarty and Lamson to resign from the EALA Board if they would like to remain with VEP, or vice versa.

Others disagreed with Dickey. Ciani noted that it's standard nationwide practice for DMO CEOs to be actively involved in the local lodging association, and is also expected. The Board discussed how there is not, in fact, a conflict since visitors coming to Estes Park and spending

the night in a lodging establishment is consistent with VEP’s strategy and the well-being of the economy and the community’s quality of life. Dickey was asked what the conflict specifically was, and for examples, but no reply was given.

**Public Comments -**

Ken Arnold. 750 South Lane. Arnold expressed concerns about anti-business sentiment in the community is unfortunate and does not represent the community well. He took exception to the idea of providing proprietary DMO information through email access.

Carrie Arnold. 750 South Lane. Arnold expressed concerns about how certain isolated individuals are seeking to discredit the lodging industry for no good reason.

Scott Webermeier. 412 Steele Court. Webermeier stated that he heard from a town employee that the information Dickey provided through his survey came from Visit Estes Park when, in fact, it did not. Therefore, it’s not clear that Dickey’s survey is coming from him personally and not Visit Estes Park.

**C. ADJOURN**

Shake moved to adjourn the Board meeting at approximately 5:03 p.m., Ciani seconded, and the Board approved unanimously.

  
Michael Bodman, Recording Secretary

  
Steve Kruger, Chair

DATE: 5-16-17

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