



Visit Estes Park
The Destination
Marketing Organization
VisitEstesPark.com

Board of Directors Regular Meeting May 16, 2017 Minutes

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

Board Members Absent: Morgan Mulch and Sean Jurgens (Town appointee)

Also Attending: Kyle Patterson, Travis Machalek, Zach Clemens, Mark Holdt, 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)
Jonathan Chmil, Lyons Gaddis, Visit Estes Park Attorney

The meeting was called to order by Chair Steve Kruger at approximately 1:06 p.m. Shake moved to enter into the meeting, Lamson seconded, and the board approved 4-1 with Dickey opposed.

A. Action Items

1. Approval of Agenda:

Shake moved to approve the agenda, Lamson seconded, and the board approved 4-1 with Dickey opposed.

Dickey made a substitute motion to move board and public comment to the beginning of the agenda, starting at the next meeting. No one seconded Dickey's substitute motion, and thus Dickey's motion failed.

Ciani moved to relocate the action item related to the childcare needs assessment to the beginning of the meeting, Shake seconded, and the board approved 4-0 with Dickey recused.

2. Childcare Needs Assessment:

Assistant Town Administrator Machalek presented the childcare needs assessment program to the Visit Estes Park Board. He made a request for a contribution of \$5,000. The board discussed how this contribution and potential future local contributions fit within the parameters of the budget. Lamson moved to approve a \$5,000 contribution, Shake seconded, and the board approved 4-0 with Dickey recused.

B. DISCUSSION ITEMS AND REPORTS

1. Town Board Liaison Update:

The Fish Creek proposal is under consideration. The vacation rental code is still being worked on. Home rule is complicated, and not out of the question at this point, but it will be up to the public to proceed. Estes Park is one of the biggest Colorado towns without home rule, according to Trustee Walker.

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

Moraine Park campground will reopen on May 25, 2017 after waterline work is completed. Trail Ridge Road's opening is uncertain, especially with spring snow in the forecast. Chip-sealing

work is underway in parking lots. April visitation numbers look promising, but the final statistics are not available yet. Vehicle access restrictions are planned for summer if needed. However, there are no plans for restrictions at the main entrances. One hiker shuttlebus will be added this summer. Staffing is down due to hiring freezes and delays. Park passes can now be purchased online.

3. VEP Board Strategic Plan – Sage Consulting Mark Holdt:

Holdt went through his presentation for board strategy items 1-3, and the board contributed their thoughts as he went along. Also, the Board agreed that it would be productive to meet with an external governance consultant (i.e., more briefly than the current engagement) on an annual basis.

The board agreed that more work by committee would be helpful in the future, and discussed the possibility of including non-board members on the committees. The board discussed the size of the board and whether it could be expanded.

4. CEO Update:

Fogarty reviewed the current financial situation, including an 11.56% year-to-date increase in lodging taxes, when adjusted for late and missing payments. After reviewing the P&L in detail, she noted that total year-to-date spending is under budget for this time of year. The board discussed how the budget limits what the CEO can spend.

Fogarty reported that Visit Estes Park was awarded a disaster relief marketing grant of \$124,000 from the State of Colorado, which represents income above what was budgeted for in 2017. The state's award committee stated that Visit Estes Park had one of the most complete and organized applications of all that were submitted in the state-wide grant process, according to Fogarty. The board discussed how board members can do a better job communicating organizational achievements like this to the public at the local level.

Fogarty shared that she has been asked by CTO to consider sitting on the Regional Branding Committee.

Per Dickey's request at a prior board meeting, Fogarty distributed an organizational chart to the board.

5. Board Emails:

Kruger distributed copies of recent email exchanges with Dickey that occurred in-between board meetings, so that other board members were given an opportunity to see the information and to provide organizational transparency. The board expressed appreciation for this gesture, but the board agreed that this would not be necessary in the future.

The board discussed the pros and cons of using personal email accounts versus organizational email accounts. VEP attorney Chmil noted that public access to board emails is based on content, not the type of email account used.

C. Action Items

3. Approval of 3/20/2017 Board Meeting Minutes – Revised:

Dickey noted that there were edits made to the earlier draft of the minutes beyond the edits requested at the last meeting. Fogarty agreed to look into this issue and follow up as needed to provide a final copy with the only change being the added sentence about public awareness outreach on the last paragraph of the second page.

Shake moved to approve the minutes, subject to final edits, Ciani seconded, and the board approved unanimously.

4. Approval of 04/04/2017 Board Meeting Minutes:

Dickey stated that in the conflict of interest portion of the minutes where he stated there was a conflict between EALA and VEP and there was a request to Dickey for specific examples - the minutes state that Dickey had no response to this request for specific examples. Shake noted that the minutes are not supposed to be a verbatim transcript but rather a summary, and Dickey agreed that the minutes are a summary.

Fogarty and Kruger stated that the minutes as drafted accurately reflect a summary of their recollection of the discussion; that is, when asked for specific examples of conflict of interest, rather than vague accusations about ability and influence without any specific examples to substantiate things, none were given. Dickey requested the audio from the meeting and Fogarty agreed to follow up.

Shake moved to approve the minutes, Lamson seconded, and the board approved unanimously.

5. Approve Bank Signatories: Resolution 03-17:

Dickey stated that he could not approve the resolution as Treasurer without authority to do the job. Dickey made a substitute motion as Treasurer with authority to select bank signatories as follows: remove Lamson as a bank signatory and insert Mulch along with Kruger, Shake, and Dickey (himself). No one seconded Dickey's substitute motion, and thus the motion failed.

Ciani moved to approve the resolution, Lamson seconded, and the board approved 4-1 with Dickey opposed.

6. Approve Public Comment Rules of Order:

Fogarty noted that the proposed rules of order came directly from the public comment rules of order used by Larimer County, and that the rules were approved by VEP legal counsel.

Dickey stated that there should be additional rules about public speakers not responding to each other, and that the board should not reply to the public. The board discussed how the proposed rules are about the public's comments, not the board's comments.

Dickey raised document formatting objections to approving the public comment rules of order as a policy. VEP attorney Chmil stated that the board could proceed with a vote on the content: to approve the policy concerning public comment rules of order, as drafted.

Lamson moved to approve the public comment rules of order, Ciani seconded, and the board approved 4-1 with Dickey opposed.

7. Approve Change to Board Meeting Schedule:

The board discussed what the exact day of the week and week of the month the meeting should be, the need to re-schedule cancelled meetings, and whether the meeting should be moved to the Town boardroom.

Shake moved to approve a standard board meeting schedule of once a month, Ciani seconded, and the board approved unanimously.

8. Approve Board Email Communications Policy:

The board discussed how the DMO industry is competitive and that making board emails automatically public could put Visit Estes Park at a competitive disadvantage compared to

other destinations.

Ciani moved to approve a board policy to keep board emails offline from automatic public access, Lamson seconded, and the board approved 4-1 with Dickey opposed.

The board discussed how systematically sharing VEP board emails with town board members, such as the mayor whose emails are automatically posted online for public access, could compromise the ability of the CEO and the board to communicate about sensitive business matters, and put the organization at a competitive disadvantage since the DMO industry is highly competitive, unlike municipal government.

The board discussed not sharing board emails with other parties without prior approval of the board. Dickey stated, "I will not follow" such a policy if it gets approved.

Ciani moved to restrict board members from sharing board emails with other parties without prior approval from the board, Lamson seconded, and the board approved 4-1 with Dickey opposed.

9. Approve PR & Media Relations Communications via CEO:

Board discussed the CEO being the official media spokesperson for the organization. Board discussed how the CEO has been the only person allowed to speak to the media on behalf of the organization in the past. Lamson confirmed this has always been the practice for as long as he has been on the board.

Ciani moved to approve the policy, Lamson seconded, and the board approved unanimously.

10. Destination Marketing Association International (DMAI) Accreditation – Code of Ethics:

Ciani moved to approve the DMAI code of ethics, Lamson seconded, and the board approved unanimously.

Board Comments:

Dickey requested the CEO objectives and goals for 2017, and information about what is the VEP brand. Dickey left his board member book to be updated as appropriate. Dickey requested a description of his role and responsibility as Treasurer, including his authority. He stated that he became suspicious when he was not asked to sign checks the other week. The board replied that all checks require two board signatures, and that the Treasurer does not have the right to sign first before other authorized signers. Dickey stated, "I made myself available" to sign checks, and "I guess I don't have to anymore."

Public Comments: None.

11. ADJOURN

Lamson moved to adjourn the Board meeting at approximately 6:10 p.m., Shake seconded, and the Board approved unanimously.


Michael Bodman, Recording Secretary


Steve Kruger, Chair

DATE: 6-14-17

DATE: 6/14/17