

A Finger Lakes Visitors Connection, Ontario County, NY
Board of Directors Meeting
Wednesday, December 6, 2017 – 3:00 p.m.
Smith Opera House, Geneva, NY 14456

PRESENT

Mike Kauffman
John Brahm
Audrey Carrier
Carl Carlson
Frank Riccio
Steve McGuire
Russ Kenyon
David Linger
Bob Bennett
Alexa Gifford
Mike Roeder

EXCUSED

David Hutchings
Dan Marshall
Meg Joseph
Suzanne Farley

EX-OFFICIO

Lenore Friend

STAFF

Valerie Knoblauch
Carol Hicks
David Lee
Christen Smith
Melissa Knoblauch

ABSENT

Welcome - Chairperson Mike Kauffman called the meeting to order at 3:07 p.m. Susie Monagan, Executive Director of the Smith Opera House, introduced herself to the board. She provided a brief history of the Smith and shared her vision for the future of the theatre. She welcomed any board members to stay after the meeting for a tour of the facility. Mike Kauffman introduced guests Jackie Lee, Mengel, Metzger, Barr; and Linda Wiener, CPA, Francis M. Celona, P.C.

Correspondence Notebook – Carol Hicks presented the Correspondence Notebook. She noted the article about Jessica Bacher and her new position as Director of the Yates County Chamber of Commerce.

Finance/Audit Committee – Bob Bennett reported that the Finance & Audit Committee met prior to this board meeting. Jackie Lee reviewed the audit for fiscal year ending September 30, 2017 with the committee. Jackie reported that it was a successful audit. The biggest change for this past fiscal year was the timing of the payments that we receive from the Ontario County contract, noting that in 2017 we received 3 payments, instead of 2 payments as in prior years. Jackie reviewed the Financial Statements with the board and pointed out discrepancies from the prior fiscal year, which directly reflected the change in timing of payments from the Ontario County contract.

Advisory Comment Letter – There was one significant audit adjustment that had to be made to the financial statement, which led to the identification of a material weakness in Internal Controls. It was a combination of a typographical error and the change in the timing of the Ontario County contract. There was an adjustment that had to be made to increase revenue by \$57,000, to properly recognize the funding from the Ontario County contract. There is a good plan in place to remedy this moving forward, where the spreadsheets will be completed earlier for the audit; and revisited and reviewed for accuracy.

Form 990 – Jackie Lee reviewed the Form 990 at a high level with the Audit & Finance Committee and therefore, she briefly reviewed the form with the full board. She noted Schedule L, which discloses relationships between individuals of a not-for-profit organization.

Bob Bennett made the following motions:

1a. A motion to accept the Audit as Presented by Mengel, Metzger, Barr

1b. A motion to accept the 990 as presented by Mengel, Metzger, Barr

The motions were seconded by Frank Riccio. All present voted in favor of the motions and the motions passed.

Jackie Lee and Linda Wiener left the meeting at this time.

Official Business – Mike Kauffman informed the board that there has been some feedback from members about the use of One Drive. All documents in the future will be included as email attachments and will also be uploaded to One Drive.

Bob Bennett made a motion to approve the following:

- a. Minutes of the October 20, 2017 Meeting*
- b. Financial Reports: September Budget vs. Actual, October Budget vs. Actual; Balance Sheet as of 11/30/17*
- c. Cash resource report as of 11/30/17*
- d. Transfer from Capital Asset Reserve fund to the operating fund, \$19,657.82 to reimburse expenses paid for the sewer project and painting project from FYE 2017*
- e. To pay from the Capital Asset Reserve Fund for the Technology Purchases contained in the capital budget and planned for installation in December*

The motion was seconded by Frank Riccio. All present voted in favor of the motion and the motion passed.

Nominating Committee – Audrey Carrier made a motion to replace the existing language in the bylaws on the Board Ex-officio which reads:

There shall be ex-officio directors who are appointed annually and may include, but not limited to, the Ontario County Four Seasons Local Development Corporation Honorary Board Chairperson, Finger Lakes Tourism Alliance CEO, the full time executive leadership of Ontario County Chambers of Commerce, a representative from Hobart and William Smith Colleges and Finger Lakes Community College, a student representative of local tourism or business programs and other such individuals

*with the new language which reads: **In addition, there may be ex-officio directors appointed annually who can complement and contribute to the strategic goals of the corporation.***

The motion was seconded by Mike Roeder. All present voted in favor of the motion and the motion passed.

Audrey Carrier made the motion to adopt the Board of Directors Job Description with the Board Norms incorporated. The motion was seconded by David Linger. All present voted in favor of the motion and the motion passed.

Governance Committee – Valerie Knoblauch reported on behalf of the Governance Committee. The committee reviewed and compared the board policies and the Employee Handbook, for updates and additions. Based on their findings, *Frank Riccio made the following motions:*

4a. A motion to amend the bylaws to replace each instance of Planning and Research Committee with Planning and Environmental Quality Committee.

4b. To renew the following policies from the Board Policy Notebook without change.

#111. Procurement Policy

#114. Investment and Deposit Policy

#117. Minority and Women Owned Business Policy

#118. Policy on Loans

#119. Internal Control Policy

#120. Whistleblower Policy

4c. Removals

Remove the Position Paper on Enhanced Gaming at Finger Lakes Casino and Racetrack.

Policy #301 from the Board Policy Notebook, as the language applies to the Employees only.

4d. Updates and Additions

Add Anti-Harassment, Anti-Sexual Harassment from the Employee Handbook, and make applicable to board members. Policy #121.

Add language from Policy #1009 to Board of Directors, making it the new Code of Ethics Policy to replace #302 Conflict of Interest/Ethics

Add Conflict of Interest Policy as policy #303. To coordinate practice and requirement for Board signatures on the Ontario County Conflict of Interest Policy.

In employee handbook Update Policy #1009 with the changes in the language on gifts from the Board Policy Notebook.

The motions were seconded by Carl Carlson. All present voted in favor of the motions and the motions passed.

Executive Committee – Mike Kauffman reviewed the new, proposed board self-evaluation document. Valerie simplified the self-evaluation form based on feedback she had received from board members and aligned it with the board member job description.

2017 Board Goals – We are required to document board accomplishments for the year and to post them on PARIS. Valerie completed a list of accomplishments for the board for 2017:

- Occupancy Tax – Valerie provided an occupancy tax update for the board. The county attorney needs to resubmit the legislation to the state, with the only recommended change is that all rooms be taxed. Finger Lakes Visitors Connection will host a public forum on the Occupancy Tax legislation.
- Ride sharing (Uber/Lyft) – Evaluate our position on ride sharing.
- Reformat board meeting format – Reformat for efficiency and refocus on policy issues.
- Ensure recommendations from HR One are implemented and appropriate policy changes are made.
- Marketing – Re-evaluate website KPI's, ROI's.

2018 Board Goals – Mike Kauffman reviewed the 2018 Board of Director Goals and Accomplishments:

Goal. Issue(s)

- Bring attention to and assist Ontario County in a position on the issue of occupancy tax collections across all lodging segments.
- Work with the team to identify strategies and understanding to improve Ontario County's ACT score

Goal. Strategic Plan

- To monitor and contribute to the process of completion of the action items of the strategic plan
- Update with Young Strategies
- Address specific concern of weekday travel and November through April travel with a prioritization of endeavors to move the needle

Goal. Board/Staff/Team

- Participate and engage in Board meetings, workshops and committees, attending at least 60% of assigned meetings, social events. Ensuring that you “cross-community” at least once during the year
- Follow the board norms, including confirming attendance in advance of the meeting

Goal. Marketing and Visitor Services

- Continue to monitor and move forward the Gateway Services Plan as it is evaluated for effectiveness. Valerie informed the board that Break the Ice Media has agreed to subcontract on the Gateway Services Plan and manage the plan.

Bob Bennett made *the following motion*:

- to accept the Board Goals and Accomplishments from 2017;
- to adopt the Board Goals for 2018; and
- to approve the Board Self-evaluation document and direct that these are posted to PARIS as appropriate.

The motion was seconded by Audrey Carrier. All present voted in favor of the motion and the motion passed.

President's Report – Valerie met with the Community Foundation of Rochester on December 5, along with Livingston and Wayne County, regarding the ACT Rochester scoring. This is a livability and community lifestyle score. Ontario County scores low in the art, culture and recreational activities category. Valerie reviewed some of the criteria that ACT Rochester uses to compile these scores. Discussion ensued.

Valerie has been networking to fill the open Visitor Experience Curator and Marketing Associate position. She has received resumes from four promising candidates.

Christen Smith gave the board an update on the Roc/FLX Craft Beverage Trail publication and website. The brochure is printed and is waiting for the website to be ready prior to releasing it to the public.

Christen presented information on Influencer Marketing. Working with our PR firm, Quinn, we are seeking out Social Media Influencers to bring to Ontario County. Influencer marketing is one of the most useful and efficient ways for businesses to reach potential customers. Christen also presented the marketing idea of InstaMeet – a gathering of people coming together to connect, explore and celebrate their creativity by taking photos and videos together on Instagram.

Old Business – No old business came before the board.

New Business – Strategic Planning Committee to meet in advance of Berkeley Young's visit in order to plan and maximize the agenda while he is in town.

Adjourn – *John Brahm made a motion to adjourn the meeting, seconded by Bob Bennett. All present voted in favor of the motion. Mike Kauffman adjourned the meeting at 4:38 p.m.*

Next Meeting – January 2018 – Victor; TBD based on Berkeley Young's schedule

Minutes submitted by Carol Hicks