

AGENDA
Irving Convention and Visitors Bureau Board of Directors
Board and Business Development Committee
Friday, December 6, 2019, at 9:00 a.m.
Irving Convention Center
500 W. Las Colinas Blvd., First Floor Boardroom
Irving, Texas 75039

NOTE: A possible quorum of the Irving Convention and Visitors Bureau Board of Directors may be present at this committee meeting.

1. Citizen Comments on Items Listed on the Agenda
2. Citizen Comments Procedures
3. Tourism Public Improvement District – Update
4. Bylaws Review
5. Semi-Annual Update to the City Council – Dec. 11, 2019
6. Religious Conference Management Association February 4-6, 2020 – Update
7. Approval of September 13, 2019 Minutes
8. Next Meeting - TBD

CERTIFICATION

I, the undersigned authority, do hereby certify that this notice of meeting was posted on the kiosk at City Hall of the City of Irving, Texas, a place readily accessible to the general public at all times, and said notice was posted by the following date and time:

_____ at _____ and remained so posted at least 72 hours before said meeting convened.

Deputy Clerk, City Secretary's Office

This meeting can be adjourned and reconvened, if necessary, the following regular business day.

Any item on this posted agenda could be discussed in executive session as long as it is within one of the permitted categories under sections 551.071 through 551.076 and section 551.087 of the Texas Government Code.

A member of the public may address the governing body regarding an item on the agenda either before or during the body's consideration of the item, upon being recognized by the presiding officer or the consent of the body.

This facility is physically accessible and parking spaces for the disabled are available. Accommodations for people with disabilities are available upon request. Requests for accommodations must be made 48 hours prior to the meeting. Contact the City Secretary's Office at 972-721-2493 or Relay Texas at 7-1-1 or 1-800-735-2988.

DRAFT FAQ: Irving Tourism Public Improvement District

What is a Tourism Public Improvement District (TPID)? Public Improvement Districts (PIDs) traditionally have been locally created districts that can be used to fund physical improvements or additional services within a defined area. Irving currently has three residential PIDs: Bridges of Las Colinas, Ranchview and Parkside Estates. Texas State law allowed for the creation of TPIDs in 2011, and in 2019 that legislation was expanded to allow any municipality in Texas to create one. The legislation requires that funds generated through the TPID may be used only for sales and marketing initiatives. A Tourism PID (TPID) would be a public improvement district composed solely of hotels, focused on attracting conventions, group meetings, and increased hotel activity within Irving.

Why is a Tourism PID being considered for Irving? Currently, the Irving Convention and Visitors Bureau receives a portion of the hotel occupancy tax collected in Irving, and that percentage includes not only the operations of the CVB, but also that of the Irving Convention Center (CC). (Nearly 25% of the ICVB's funds are used to operate the ICC.) When the Convention Center project was initially conceived, an additional \$1.6 million of hotel taxes annually was assumed to have been available to offset its operational costs when the debt for the Irving Arts Center was paid off. However, Irving-specific legislation at the state level was authorized that allowed the Arts to keep those additional funds until a specific date in the future (originally 2022, now 2026) to allow the Arts to build up its operating reserves. Since those funds were retained for the Arts, the ICVB has then had to take on the financial operating responsibilities of the ICC, as well as its sales and marketing, without any additional funds.

The question of an Irving TPID was originally posed by hoteliers during the ICVB Board's strategic planning retreat in 2018, as other cities in the DFW area had implemented these districts providing them with considerable additional sales and marketing resources. A TPID would allow Irving to enhance two primary initiatives: 1) To provide sufficient incentive to encourage organizations to bring conferences, conventions, meetings and events to Irving; and 2) to fund an enhanced marketing and incentive program to increase hotel stays within Irving.

Many of the cities with whom we compete most – Arlington, Dallas, Fort Worth and San Antonio, in particular, as well as many others around the country – have implemented these districts and have grown their sales and marketing resources significantly. Frisco will be next and will likely have their district – and its funds – online this fiscal year, giving them an anticipated \$1 million plus in additional sales and marketing resources.

How will the TPID generate its funding? If approved, the TPID will generate its funding through an assessment on hotel room-nights sold at Irving hotels with 75 or more rooms. The hotels will include the tourism public improvement district fee on the room night charge assessed to each guest. The TBD percent assessment would only apply on hotel stays that are subject to city hotel occupancy tax. The TPID assessments will be remitted by the hotel to the City under the same schedule and process now in place for payment of the city hotel occupancy tax. These funds are not eligible to be allocated other than to the TPID.

What would be the combined tax and assessment rate be on hotel guest rooms under this proposal?

Upon the implementation of the TPID, the total amount a hotel would assess to its guest room night charges would be TBD percent, or a dollar amount per room night: this includes a fifteen percent state and local hotel tax and the TBD percent TPID assessment fee. The hotel tax rate is based on the hotels daily rate PLUS the assessment.

What is needed to establish a TPID in Irving? A two-part vote of eligible Irving hotels (those with 75 or more rooms) is initially required. This is done through a petition process, and requires approval of at least sixty percent of the number of hotels with over 75 rooms within the district. The petition signatures must also represent at least sixty percent of the taxable value of the hotels with over 75 rooms within the district. Once sufficient petition signatures are obtained, a formal request to establish a TPID can be presented to the Irving City Council, and ultimately requires the authorization of the City Council.

What happens with properties that open after the TPID is established? New hotels will be added in to the existing TPID if the property additions would not place the number of signed petitions below the cumulative 60 percent signed petition thresholds; it is not required that the individual added property sign the petition in order to be added.

How would a TPID be structured? The Irving TPID would operate as an independent separate entity that would be overseen by a board, whose composition will ultimately be determined by the eligible hotels, potentially in size ranging from 9-15 members. board would be responsible each year for creating a budget/service plan that is subject to approval by the Irving City Council. The Irving Convention and Visitors Bureau staff would act as the administrative entity implementing the programs authorized by the TPID board, via a contract with the TPID.

Who would be on the TPID Board? The TBD-member TPID board should be appointed for a two-year term and should reflect the diversity of its membership as well as allow appropriate weight for the properties which will generate the greatest amount of funding for the TPID. The initial board terms should be phased so that all members do not term out at once. The Board will establish its own bylaws which will identify how it will govern, board terms, etc. The Irving Convention and Visitors Bureau Executive Director will serve as an ex-officio non-voting member of the board and is not subject to the two-year term. **It is recommended that the Chair of the TPID board serve on the ICVB Board; this would require action by the Irving City Council**

How much money will the TPID generate? At a \$1 per room night assessment, **an estimate of X.X million a year is anticipated; this number remains a variable because the TPID is not applicable to HOT-exempt stays.**

How would the TPID monies be spent? State law requires that the funds be used ONLY for advertising, promotion and hotel business recruitment. Subject to Irving City Council approval, more than 90 percent of the TPID funding will be used to provide incentives and increased marketing to bring more conventions, meetings, and visitors to Irving, and the resources necessary to deliver these. An estimated 7-10 percent of the funding would be necessary to cover district administrative expenses, such as annual audits, legal fees, board meetings, public postings, hotel association activities, etc.

Who would make the decisions on how the funds would be spent? The TPID Board will be responsible for oversight of the annual budget/service plan for the improvement district and any proposed changes to the plan on an annual basis. This annual budget would also be forwarded to the Irving City Council for approval. Once approved, the TPID board would oversee the implementation of the plan by the ICVB.

Who is accountable for the fund's expenditures? The TPID board is accountable for directing the expenditure of the funds. The ICVB Board of Directors will recommend that the City of Irving require an audit of these expenditures on an annual basis as part of its authorization of the TPID. The ICVB Board of Directors has no authority nor oversight of these funds.

WIIFMs:

- Hoteliers – additional sales and marketing resources
- City of Irving (gov't) – The city's share of the hotel occupancy taxes will by default grow with the addition of this assessment, since it is levied on top of the average daily rate, thus establishing a higher taxable rate.
- City of Irving (community) – Not only will the city's share of the hotel occupancy tax rate grow, so will those allocated to the Arts, Museums & Historic Preservation as the average daily rate increases. As well, as Irving's hotels are able to generate even greater returns in visitor volume and visitor expenditures, there will be bottom line benefit throughout the city as visitor spending continues to keep taxes lower for all residents.

**IRVING CONVENTION AND VISITORS BUREAU
BOARD OF DIRECTORS
BYLAWS**

ARTICLE I. PURPOSE

The Irving Convention and Visitors Bureau (hereafter “the Bureau”) and its Board (hereinafter “the Board”) were established by Ordinance No. 2414 on November 9, 1972. (Chapter 16B of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.) The Ordinance establishes that the Bureau shall function as a separate entity from the City of Irving but it shall remain responsible only to the Irving City Council (hereafter “the City Council”) and shall have the following duties:

- (a) To make recommendations to the City Council concerning the acquisition, construction, lease or purchase of convention center facilities including but not limited to civic center convention buildings, auditoriums, coliseums and parking areas or facilities for the parking or storage of motor vehicles or other conveyances located at or in the immediate vicinity of the convention center facilities.
- (b) Provide or locate facilities, personnel and materials for the registration of convention delegates or registrants.
- (c) Advertise for general promotional and tourist advertising of the City and its vicinity and conducting solicitations and operating programs to attract conventions and visitors.
- (d) Employ a Director whose duties shall be the promotion of Irving as a convention and tourist attraction.

The Board further has designated its purpose by the adoption of a mission statement. As the Board may act in the future to amend this mission, the Bylaws will be considered updated immediately upon the action of the Board to adopt a new mission.

The mission of the Organization shall be to enhance Irving’s economy and quality of life by marketing and advocating for the development of Irving as a premier destination.

ARTICLE II. RULES GOVERNING BOARDS AND COMMISSIONS

The Board operates within the guidelines set out within the City Charter and the City of Irving Code of Civil and Criminal Ordinances. (Details are provided in the ICVB Board Orientation Manual.)

Per the City Charter, Article IX – GENERAL PROVISIONS, Sec. 10 – independent boards*:

The City Council may by ordinance provide that the management and operation of the Bureau shall be conducted independently of the office of city manager and the general management of the city. Such ordinance may provide that the Board shall have the exclusive right to appoint, remove and supervise the Executive Director of the Bureau and may give the Executive Director the exclusive authority to hire, discharge and supervise the employees of the Bureau.

The Board of the Bureau shall recommend to the City Council the Bureau's annual budget and the manner and use of the expenditures and allocation of Bureau revenues and funds. Final approval of the Bureau budget and the expenditure of Bureau funds, as well as the classification and salary structure of Bureau employees, shall be recommended by the Board and shall be the sole responsibility and prerogative of the City Council.

By approval of the Bureau's annual budget, its expenditures and allocation of Bureau revenues and funds, administrative services required by other city departments in support of the approved budget are authorized.

* Amendment to City Charter – May 11, 2013

ARTICLE III. ORGANIZATION AND MEMBERSHIP

Section 1

The governance of the Bureau shall be vested in the Board as provided in these Bylaws. The Board shall set policy for, and oversee the Bureau's operations on behalf of the Irving City Council. The Board shall have the authority to adopt and enforce such policies, procedures and regulations as deemed appropriate to the Bureau, the visitor industry and the City of Irving. Members of the Board shall serve without compensation.

Membership shall consist of the following: a twenty-five (25) member Board of Directors: thirteen (13) voting members, and twelve (12) non-voting members, three (3) of whom are ex officio members.

Nine (9) voting members shall not be employed by, nor own an interest in, the hospitality or tourism industry; one (1) voting member shall be the current chair of the Greater Irving-Las Colinas Hotel Association; one (1) voting member shall be representative of the Irving hotel/motel industry; one (1) voting member shall be representative of the hospitality industry at-large (although not restricted to the hotel/motel industry); and one (1) voting member shall be representative of the restaurant industry.

Two (2) non-voting members shall be representatives of the hospitality industry, based upon the recommendation of the Board and the Greater Irving-Las Colinas Hotel Association; one (1) non-voting member shall be representative of the Dallas Cowboys Football Club; one (1) non-voting member shall be representative of The Las Colinas Association; one (1) non-voting member shall be representative of the University of Dallas; one (1) non-voting member shall be the current chair of Irving Tax Increment Reinvestment Zone No. 1 Board; one (1) non-voting member shall be the current chair of Dallas County

Utility and Reclamation District Board or a designee of the chair; one (1) non-voting member shall be representative of the Salesmanship Club of Dallas AT&T Byron Nelson Championship; and one (1) non-voting member shall be a past Board member, based upon the recommendation of the Board.

The three (3) ex officio, non-voting members shall be the chief executive officer of the Greater Irving-Las Colinas Chamber of Commerce, the chair of the board of the Greater Irving-Las Colinas Chamber of Commerce and the city manager or designee of the city manager.

One (1) of the voting members of the Board shall be elected by the Board as Chair and one (1) of the voting members shall be elected by the Board as Vice Chair. (Chapter 16B-1 of The Code of Civil and Criminal Ordinances of the City Of Irving, Texas, as amended by Ordinance 7217, February 19, 1998; as amended by Ordinance 8602, January 26, 2006; as amended by Ordinance 2011-9299, November 17, 2011; and as amended by Ordinance 2013-9421, January 10, 2013.)

The nine (9) voting members who shall not be employed by, nor own an interest in the hospitality or tourism industry must be residents of the City of Irving, eligible to vote in city elections. There is no residency requirement for the representative of the hotel/motel industry, representative of the hospitality industry at-large, representative of the restaurant industry, and the chair of the Greater Irving-Las Colinas Hotel Association.

All voting members of the Board shall serve for a period of two (2) years, unless sooner removed, with the exception of the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association, whose term shall be defined by the term of service as its chair. Voting members of the Irving Convention and Visitors Bureau Board shall serve no more than three (3) full consecutive terms. When a member is appointed to complete a partial term, that partial term shall not count in computing the three (3) full consecutive terms. Non-voting and/or ex officio members may not be limited to three (3) consecutive terms, except that the one (1) non-voting member who is a past Board member should serve no more than one (1) full term; the Board may recommend to the City Council that the one (1) non-voting member who is a past Board member may serve a second full consecutive term.

The thirteen (13) voting members shall occupy a place on the Board, such places being numbered 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13. The terms of office for places 1, 3, 5, 7, 9, 11, and 13 shall expire on odd-numbered years and the terms of office for places 2, 4, 6, 8, and 10 shall expire on even-numbered years; the term of office for place 12 is tied to the term of service as chair. The voting member representing the hotel/motel industry shall occupy place number 10, the voting member representing the hospitality industry at-large shall occupy place number 11; the voting member that is the chair of the Greater Irving-Las Colinas Hotel Association shall occupy place number 12; and the voting member representing the restaurant industry shall occupy place number 13. (Section 16B-2 (c) (2) of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

The terms of office for all non-voting members of the Board will be defined by their terms of service as chairs of their respective entities or as designated by their respective entities.

In addition, the Board requests that the Mayor designate a member of the City Council to serve as City Council liaison to the Board, whose service is requested to ensure the Council's priorities are aligned with the Board's and to ensure the industry's priorities and concerns are conveyed to the Council. It is requested that the Council liaison be an active participant in the Board's regular meetings, including that of its Executive Committee.

Section 2

It shall be the duty of each member of the Board to take an active part in the deliberations of the Board and to act in whatever capacity he/she may be called.

Section 3

If a Board member is absent from three (3) consecutive regularly scheduled meetings within a twelve-month period without providing notice to the staff liaison, the Board member shall immediately forfeit the Board position. Enforcement of these attendance provisions are at the discretion of the City Council. Attendance rolls will be provided to the Office of the City Secretary annually or as otherwise requested. (Chapter 38, Sec. 38-5 Attendance of The Code of Civil and Criminal Ordinances of the City of Irving, Texas.)

Section 4

In the spirit of serving all of the City of Irving, a Board member may not concurrently serve on the Board of a related organization that creates a conflict of interest and should avoid any conflict of interest. Board members shall act in good faith, with undivided loyalty to the Bureau and with the high degree of diligence, care and skill which reasonably prudent persons would exercise in the conduct of their own affairs. Members of the Board may not take advantage of their positions, nor the knowledge gained there from, for private gain or other personal advantage, either for themselves, their families or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of the Bureau.

Board members must reveal conflicts of interest and apparent conflicts of interest which may exist through the disclosure of interests and activities, such as: the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Bureau, or in the organizations which provide services competitive with the Bureau; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Bureau or with a competitor of the Bureau; or participation in or taking advantage of any business opportunity or activity in which the Bureau has an interest or which may be competitive with the Bureau.

In addition to the background information required by the City of Irving's Application for Boards, Commissions and Committees, to assure compliance with applicable State law and City ordinances, Board Members are required to submit a Conflict of Interest Disclosure Statement annually (or within 30 days of appointment to the ICVB Board) to the Chair. The Bureau will retain file copies of all statements, which are documents of public record. It is understood that Conflicts of Interest on individual issues or items may arise throughout the year that may not otherwise be assumed at the time the statement is signed. As these conflicts arise, Board members are required to provide a revised Conflict of Interest Disclosure Statement that will replace the document on file.

The Executive Committee will review the statements upon submission. Should there be a determination there is a conflict noted that may cause detriment to the organization, the Executive Committee will meet with the Board member in question, review the noted conflict and determine an appropriate course of action. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

If any member of the Board perceives another member has a conflict of interest, the Chair must be notified in writing of the perceived conflict. The Executive Committee will meet with the Board member in question to review the issue that has been raised. If requested by the Chair, or if the Board member in question does not agree there is a conflict and the Executive Committee disagrees, the Executive Committee will request in writing an opinion from the City Attorney, with notification to the City Council liaison and the Mayor.

Section 5

The Board will adhere to all City of Irving policies and procedures relating to Boards and Commissions. The Board may adopt policies and procedures specifically for the Bureau, and may adopt addendums or exceptions to existing City of Irving policies specifically for the Bureau. The Board will provide documentation of any new policies, procedures and addendums to the City Council liaison. Any policies considered by the Board that are in direct conflict with City policies may require the review of the Office of the City Attorney and/or the authorization of the City Council before they may be adopted.

Section 6

The Board shall not discuss, engage in, facilitate or condone activities that restrain competition in violation of state or federal laws or otherwise.

Section 7

Under no circumstances is any member to take action or make any statement purporting to commit the Board unless given authority by a vote of the Board.

Section 8

Only the Board may take action on the Board's behalf.

ARTICLE IV. MEETINGS

Section 1

Regular Meetings: The Board shall meet monthly in regular session on dates approved by the Board and published annually. A monthly Board meeting may be omitted if authorized by the Chair.

Section 2

Special Meetings: Special meetings of the Board may be called by the Chair, or by any three (3) voting Board members, and upon written request to the Executive Director. The call for a special meeting shall specify the day and the hour of such special meeting, shall list the subject or subjects to be considered and a Public Notice shall be posted at least 72 hours before the meeting is scheduled to begin. The agenda for any special meeting shall

include a designation of the person(s) who called such meeting. In accordance with state law, the notice to the public of an emergency meeting must be posted at least two hours before the meeting is scheduled to begin. An emergency meeting exists only if immediate action is required of a governmental body because of an “imminent threat to public health and safety” or a “reasonably unforeseeable situation” and/or state law.

Section 3

Quorum: Seven (7) of thirteen (13) voting members shall constitute a quorum.

Section 4

Conducting Meetings: All meetings of the Board and its committees or task forces are conducted in accordance with the Texas Open Meetings Act in its most current version and all meetings will be posted in accordance with applicable law.

Section 5

It is the responsibility of the Executive Director to see that posting of all meetings (regular, special and committee) is correct in content; posted timely (in accordance with Texas Open Meetings Act); and distributed to all concerned.

Section 6

Meeting agendas are prepared by the Executive Director and upon request, will be submitted to the Chair of the Board for review prior to posting. The Chair may place items on the agenda or request that items be removed from the agenda, provided that the request is made to the Executive Director in writing five (5) working days prior to the meeting. Three (3) voting members of the Board may place an item(s) on the agenda, provided that request is made to the Executive Director in writing five (5) working days prior to the meeting. If three voting members of the Board place an item on the agenda, it may not be removed by the Chair.

Copies of agendas will be delivered to the City Secretary’s office for posting.

Section 7

Minutes of all open meetings are taken and filed appropriately.

Section 8

Meetings are governed by Robert’s Rules of Order (latest edition) in all applicable cases.

Section 9

All meetings of the Board and its committees are "open" meetings unless closed. Closed meetings (executive sessions) are those that are allowed by state statute to be closed and may include matters dealing with personnel, leases, land purchases, economic development and litigation. All Board members may attend closed meetings (executive sessions); however, pursuant to the Open Meetings Act and Attorney General opinions, the Chair may exclude one or more members from a closed meeting.

Section 10.

Meetings will follow open meeting procedure **and all applicable state and local laws**, to include: call to order; roll call (may be conducted non-verbally by staff); determination of

quorum (may be conducted non-verbally by staff); recognition of guests; minutes approval; acceptance of financial reports; individual action items, including a consent agenda if published; staff reports; committee reports; announcements; and adjournment.

At the Chair's discretion, the meeting's agenda may be adjusted to accommodate other priorities. Special Presentations may be scheduled at the Chair's discretion and the meeting agenda amended to accommodate these presentations.

Section 11

Guests wishing to express a position on an agenda item shall be allowed to speak, provided prior to the start of the meeting, said guest completes and delivers to the Executive Director (or ranking staff executive) a Speaker's Card providing name, address and agenda item number. Comments by guests shall be limited to a time period of not more than three (3) minutes with one (1) additional minute to conclude at the option of the presiding officer or the consent of the Board, for each speaker.

Section 12

Following input from guest(s) on any agenda item, the discussion will be closed to the audience and the Board will proceed with its discussion and action.

Section 13

Voting: Voting shall be by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

Section 14

In the case of extraordinary or exigent events that may occur between meetings, when action to protect the interests of the organization is required and cannot wait until the next regularly scheduled meeting, a special meeting may be called with the appropriate notifications, and actions taken as posted, provided a quorum of all voting Board members is present for any actions.

Section 14

Action: Under no circumstances is any member to take action nor make any statement purporting to commit the Board unless given authority by a vote of the Board.

ARTICLE V. CODE OF CONDUCT

Each Board member has obligation to give his/her input into any subject being discussed by the Board. Each Board member's input should be solicited and considered. Each Board member should be made to feel his/her contribution is important.

The City of Irving Code of Ethics as adopted by Resolution No. 2014-278 is applicable to all Board members. (Details are provided in the ICVB Board Orientation Manual.)

ARTICLE VI. ELECTIONS, OFFICERS AND DUTIES

Section 1

The ICVB Board at its ~~November first-regular~~ meeting following the annual appointment of new members and re-appointments by the City Council shall elect from its members a Chair and Vice Chair as Officers for one-year terms and until their successors are elected. ~~Elections are conducted by the current seated board.~~ All voting Board members are eligible to serve as officers. Board elections may be held by hand vote, or by written ballot by all voting members in attendance; individual votes will be recorded in the minutes.

~~The November meeting is the last meeting for any outgoing Board members; newly appointed board members assume their duties at the following meeting. The election may be delayed until the next regularly scheduled meeting of the Board at the recommendation of the Chair.~~

The Chair shall, when present, preside at all meetings of the Board. The Chair shall generally provide oversight for issues requiring authorization beyond the Executive Director's for the governance of the Convention and Visitors Bureau, including the signing of special resolutions and other such documents requiring the Chair's signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office, including all documents that also may be forwarded to the appropriate City of Irving department .

The Chair is the Chair of the Executive Committee, and also shall serve as an ex officio member of all other committees and shall make all required appointments of standing and special committees.

The Vice Chair shall, in the absence of the Chair, preside over meetings of the Board and its Executive Committee and otherwise exercise all the powers and duties of the Chair. The Vice Chair is the Vice Chair of the Executive Committee, and shall serve as an ex officio member of all other committees.

No action by any officer shall be binding upon nor constitute an expression of the policy of the Bureau or Board until it has been approved by the Board.

Section 2

Board Officers shall hold offices for one (1) year and until their successors are elected. A person may hold the same office for a maximum of two consecutive years.

Section 3

In the event that a vacancy occurs in the office of Chair, the Vice Chair shall assume the duties of Chair. An election shall be held to fill the position of Vice Chair at the next regularly scheduled meeting, unless the situation warrants a special meeting be called.

Section 4

In the event that a vacancy occurs in the office of Vice Chair, the Chair may appoint a Board member temporarily to assume the duties of that office until the next regular Board meeting, at which time an election shall be held to fill the existing vacancy.

Section 5

In the event that a vacancy occurs in the offices of the Chair and Vice Chair at the same time, a special meeting may be called of the Board of Directors. If the vacancies are considered permanent, the Board shall elect from its members a Chair and Vice Chair. If the vacancies are temporary and are not expected to exceed three (3) months, the Board shall elect from its members an Acting Chair and an Acting Vice Chair.

Section 6

In the event of the absence of the Chair and Vice Chair from a meeting of the Board of Directors or the Executive Committee, the Chair of the Board Development Committee shall serve as Chair for the meeting. In the event of the absence of the Board Development Committee Chair, as well as the Board Chair and Vice Chair, the Destination Development Committee Chair shall serve as Chair for the meeting.

Section 7

No member of the Board of Directors has the ability to appoint or remove a person from the Board of Directors, nor does the Board as a body; this authority lies only with the City Council.

Section 8

The Board shall employ an Executive Director who shall be the chief executive officer of the Bureau, and in that capacity, serve as a non-voting member of the Board and all its committees. The Executive Director shall be responsible for the preparation and preservation of all records detailing the administrative affairs of the Bureau and the Board. The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau. ~~The Board of Directors shall meet at least once annually to establish goals and objectives for the Executive Director and the Bureau, to determine performance criteria and to review the performance of the Executive Director, and to make any determinations. The Executive Committee shall report to the Board the results of the review, including any adjustments in compensation and determinations regarding incentive performance, as well as any opportunities for improvement; these will be communicated to the Executive Director at the Chair's discretion either individually or with the for their action. At the Chair's discretion, the annual performance review may be conducted with the Board as a whole.~~

ARTICLE VII. COMMITTEES AND DUTIES

Section 1

Standing committees are appointed by order of the Chair, as are the Chairs and Vice Chairs of these. ~~All members of the board may serve as voting members of the standing committees, however, committee membership shall not necessarily be restricted to members of the Board. However, the Chair of said standing committees shall be a member of the Board and shall be appointed by the Board Chair. Committee chairs and member appointments should be made by the Chair at the first meeting following each annual meeting of members at which the officers are elected (typically the December meeting), and their appointments are in effect for the following calendar year.~~ The standing committee Chairs and Vice Chairs are appointed by the Chair and ~~therefore~~ may serve multiple years as Chair or Vice Chair at the respective Board Chair's discretion.

The Board Chair shall have the authority to appoint task forces, liaisons or special committees at will; any such appointment shall report directly to the Chair and shall terminate at the end of the Chair's term. Appointees to these task forces, liaisons or special committees shall not necessarily be restricted to members of the Board.

No action by any committee shall be binding upon nor constitute an expression of the policy of the Bureau or its Board until it has been approved by the Board.

All committee reports and recommendations shall be submitted to the full Board, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board, and any actions requested taken by the full Board. If any committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee.

Section 2

The committees meet at their discretion and shall consider such matters as are referred to them by the Board Chair or requested by the Executive Director, shall keep records of their activities and recommendations, and shall report to the Board at such intervals as required by the Board. Standing committee chairs may appoint subcommittees, liaisons, task forces or work groups to assist the committee in its responsibilities provided, however, that the leader of any such subcommittee, task force or work group or a liaison is a member of the standing committee and will report back to the standing committee.

All committee members are eligible to vote within the committee's deliberations.

Section 3

The Board shall have the following standing committees: Executive, Board & Business Development, Community **Engagement Relations**, and Destination Development.

Section 4

The Executive Committee will include a minimum of **seven six (67)** voting members and consists of the Chair and Vice Chair of the Board and the chair of each standing committee; must also include one Voting Hotelier as well as one other hotel or the industry representative at-large **and the restaurant industry representative**, if not otherwise represented as committee chairs. If the Immediate Past Chair remains a voting member of the Board, the Immediate Past Chair is also designated a member of the Executive Committee. The City Council liaison is also a **non-voting** member of the Executive Committee.

The Executive Committee is responsible for the performance management of the Executive Director, and for any issues related to compensation for the Executive Director and the organization, including performance management programs and any disciplinary procedures. The Executive Committee shall meet at least once annually to establish goals and objectives for the Executive Director and the Bureau, to determine performance criteria and to review the performance of the Executive Director. The Executive Committee shall report to the Board the results of the review, including any adjustments in compensation and determinations regarding incentive performance, as well as any opportunities for

improvement, for their action. At the Chair's discretion, the annual performance review may be conducted with the Board as a whole.

The Executive Committee shall have the authority to make recommendations to the Board as a whole to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

If there is a temporary vacancy in the position of the Executive Director, the Executive Committee will make a recommendation to the full Board for an Interim Executive Director. If the vacancy is considered permanent, the Executive Committee **will make a recommendation to the full Board for an Acting Executive Director and** will determine the procedure and priorities for identifying and hiring a successor.

The Executive Committee shall review and study budget requests, income, and expenditures and recommend a comprehensive budget; review and study required audits and report on same; study and review the management of all funds held by the Bureau and the Irving Convention Center and submit reports and recommendations regarding same; review the insurance programs of the Bureau and submit reports and recommendations regarding same; and generally become familiar with any and all other matters relative to the fiscal affairs of the Bureau and submit such reports and recommendations as it deems necessary and appropriate. The Executive Committee may also provide review for any other issues that may require budgetary adjustments during the course of a fiscal year.

The Executive Committee may independently, or at the request of the Executive Director, obtain and consider independent compensation studies for any or all Bureau positions for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

Section 5

The Board **& Business** Development Committee is responsible for enhancing board development and effectiveness. Its primary goal is to **Increase the ICVB's Competitiveness in the Marketplace**. This committee is responsible for the Board's Bylaws, Legislative Affairs, Governance and Charter issues, **Strategic Planning, Accreditation** and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 6

The Community **Engagement Relations** Committee is responsible for increasing awareness, appreciation and support for the Irving hospitality industry and the Convention and Visitors Bureau. Its primary goal is to **Enhance the Community's Awareness and Appreciation of Irving as a Visitor Destination**. This committee is responsible for the High Spirited Citizens recognition program, the Spirit of Irving Awards, the Hospitality Industry Annual Meeting, and other projects as determined by the Board Chair or as requested by the Executive Director.

Section 7

The Destination Development Committee is responsible for all Destination Development initiatives, including but not limited to: signage, hotel development, visitor amenities,

zoning, ordinances, attractions development, meeting facilities, transportation issues, and other projects as determined by the Board Chair, or as requested by the Executive Director. Its primary goal is to **Advocate for Destination-Defining Development and to Endeavor to Enhance the Visitor Experience.**

ARTICLE VIII. COMMUNICATIONS

Matters coming from the public and from civic organizations, in order to be sure of consideration at the stated meeting of the Board, must be in writing and received by the Executive Director at the offices of Bureau at least five (5) working days prior to the Board meeting.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 1

The Executive Director shall provide direct and daily leadership and administration of the Bureau in its mission to generate economic growth for the City of Irving by: marketing and promoting Irving as a competitive meeting, event, corporate and leisure destination; oversight and direction of the operation and administration of the Irving Convention Center at Las Colinas as its contract administrator; and developing and expanding the hospitality industry and its products.

The Executive Director reports directly to the Board and is accountable to the Board on all aspects of the performance of duties and responsibilities of the organization, the total budget of the organization, and the performance of both the Bureau and the Convention Center.

The Executive Director is responsible for implementing the long-range strategic plans of the Board and City Council, while simultaneously supporting the short-term requirements and needs of the hospitality industry in Irving.

Section 2

The Executive Director or his/her staff designee shall serve as a non-voting member of all of the Board's committees, standing or special, as well as of any task forces established. The Executive Director may delegate Board committee and reporting responsibilities to other employees of the Bureau.

Section 3

The Executive Director shall provide the Board an annual self-evaluation based on the goals and objectives established by the Board.

Section 4

With the concurrence of the Board, the Executive Committee shall have the authority to negotiate, hire, determine compensation, discipline, and dismiss the Executive Director.

The Board shall notify and involve the Office of the City Attorney in any disciplinary actions against the Executive Director.

Section 5

In the event of the temporary inability of the Executive Director to carry out his or her duties, an Acting Executive Director shall be appointed by the Executive Committee.

Section 6

An orientation shall be conducted for new Board appointees that would describe the responsibility and accountability of the entire Board in overseeing the Executive Director. This may be included as part of a comprehensive Board orientation through the Board Development Committee, or may be conducted separately at the Chair's discretion.

Section 7

The Executive Director shall hire all employees of the Bureau, set all employee job responsibilities and provide recommendations for compensation. The Executive Director may request the Board to consider independent compensation studies for any or all Bureau positions for recommendation to the City Council for changes in the salary structure in order for the Bureau to remain competitive in recruiting and retention initiatives.

ARTICLE X. FISCAL AFFAIRS

Section 1

The Executive Director shall submit a proposed annual budget to the Board on the forms and on a schedule to coincide with the City of Irving budget process. The Bureau's fiscal year coincides with the City of Irving fiscal year, and shall begin on October 1 and end on the following September 30. The Bureau's annual budget shall be approved by the Board no later than June 30 each year, and submitted to the Irving City Council for its review and authorization.

The budget submittal will also include a Marketing Plan (Program of Work) for the Bureau and Performance Goals.

The budget submittal will also include the budget for the Irving Convention Center at Las Colinas, including a detailed Capital Improvement Program budget.

Section 2

The Executive Director shall provide the Board with Financial Reports for the Bureau and the Irving Convention Center at Las Colinas on a monthly basis, in the formats required by the Government Accounting Standards Board (GASB) and the City of Irving.

Section 3

The Bureau shall be subject to audit by the City of Irving/its designee upon reasonable notice to the Bureau. The Bureau shall cause to be conducted an annual audit of the Irving Convention Center at Las Colinas, which results will be reported to the Board for review, any necessary action and acceptance.

Section 4

Expenditures of hotel occupancy tax collections by the Bureau may only be made in accordance with Texas Tax Code Chapter 351. Municipal Hotel Occupancy Taxes, Subchapter B. Use and Allocation of Revenue, Sec. 351.101. Use of Tax Revenue.

Section 5

The Bureau may accept any contribution, gift, bequest or device for any purpose consistent with its objectives and mission. The Bureau shall document receipt of all gifts and in-kind contributions, and shall compile a report of same as requested by the Board.

Section 6

All fiscal affairs of the Bureau shall be controlled and administered in accordance with the City of Irving financial policies, and any supplemental policies established by the Board.

ARTICLE XI. INDEMNIFICATION

The City of Irving Officer and Liability Plan (Chapter 27A, Article V, Irving Code of Ordinances) provides coverage for members of the Board for acts during the discharge of the member's official duties within the course and scope of the office.

ARTICLE XI. AMENDMENTS

The bylaws listed here, with the exception of those established by Ordinance No. 2414 dated November 9, 1972; Ordinance No. 8602, dated January 26, 2006; Ordinance No. 8913, dated February 7, 2008; Ordinance No. ORD-2011-9299 dated November 17, 2011; Ordinance No. ORD-2012-9320 dated February 23, 2012, and Ordinance No. ORD-2013-9421 dated January 20, 2013), may be amended at any regular or special meeting of the Board by two-thirds vote of members (provided notification in writing of the proposed amendment(s) shall have been made to all members at least fifteen working days prior to a regular or called meeting at which such action is proposed to be taken).

Approved – 4/24/98
Revised – 7/28/99
Approved – 9/27/99
Revised – 5/1/06
Approved – 6/12/06
Revised – 9/13/06 & 10/18/06
Approved 11/20/06
Revised June 08
Approved 7/21/08
Revised August 2013
Approved: ICVB Board of Directors 9/23/13; Irving City Council 10/17/13
Revised July 2016
Approved: ICVB Board of Directors 7/25/16
Approved: ICVB Board of Directors, September 2017
Revised December 2019

IRVING CONVENTION AND VISITORS BUREAU

MINUTES – BOARD AND BUSINESS DEVELOPMENT COMMITTEE

IRVING CONVENTION CENTER

Friday, September 13, 2019

Those in attendance: Committee Chair Debbie Haacke, Committee Vice Chair Karen Cooperstein, Board Chair Clem Lear, Bob Bettis, Rick Lindsey, and Joe Philipp – Committee; Bob Bourgeois – Board Members; Carol Boyer, Maura Gast – ICVB Staff; Senior City Attorney Christina Weber and Ken Benson - Ken Benson & Associates - Guests

Committee Chair Debbi Haacke called the meeting to order at 9:02 a.m. Haacke welcomed the guests to the meeting and thanked everyone for attending. Recommended changes to the Pavilion at the Music Factory Seat Use Policy were reviewed. ICVB Executive Director Maura Gast noted the policy has been in place since the opening of the facility and it is time to review and tighten up the procedures. The use of box seats is for business purposes only and there is a limited number of available seats per event. First priority for use of the seats is for clients, industry partners, or hotelier requests for clients. If seats are still available after all avenues have been exhausted, ICVB and ICC staff will be notified of available tickets. The previous seat use policy was reviewed and Gast welcomed any edits, changes or additions to the recommended changes. Board member Joe Philipp asked to add a note in the policy that only ICVB staff and clients have access to the ICVB food and beverage account at Live Nation. He noted it is important to not create a problem and have a policy in place and adhere to it. Irving-Las Colinas Chamber President Beth Bowman added ICVB staff does an incredible job of overseeing policy and responsibly responding to the media and entertaining clients to build relationships. With no additional additions or corrections, the updated recommendations to the Seat Use policy will be presented to the Board of Directors at the September Board meeting.

Haacke introduced guest Ken Benson – Hotel Association of North Texas. She congratulated the ICVB staff on their cooperative partnership with the Hotel Association of North Texas. Benson gave an historical overview of the Tourism Public Improvement District (TPID) and reported that Dallas was the first city in the state to adopt a TPID as a model for increasing tourism to the city. The TPID is distributed to increase meetings and visitors to a city. It has helped generate millions of dollars for revenue. The Dallas marketing budget was beginning to get low and the TPID was used for marketing at a 10:1 return and is now at 13:1. Occupancy has increased and tourism spending increased by 33%. TPID has become a way to increase funding to market Dallas as a destination of choice. A Frequently Asked Questions (FAQ) document was distributed and reviewed. Benson reported TPID operates like a non-profit with a Board of Directors. Funds are collected and tracked separately from the Hotel Occupancy Tax (HOT) collections. The TPID Board is responsible for overseeing the budget, proposed changes to the plan on an annual basis, and oversees the ICVB implementation of the plan. Sales and property taxes will see increases as a result. Hotel Tax will be accessed based on the room rate plus the TPID fee; example - \$100.00 room rate + \$2.00 TPID = Hotel Occupancy Tax on \$102.00. Gast noted it is important to frame the benefits to include the smaller hotels. Grapevine hotels are reporting 13% Hotel Occupancy Tax and they are not implementing a TPID; however, they are \$40.00 over Irving on average daily rate for hotel room rates. It was noted the timing is right to implement a TPID fee before the hotel market gets soft and the recession driver will be

supply is overtaking demand nationally. Benson noted the North Texas market has more hotels coming online than anywhere else in the country, other than New York City. Discussion was held on future hotels that are not online at the time of the TPID implementation and how they would be included once they open. Philipp suggested embracing the TPID and then reporting the results to prove its relevance. Gast commented the expected implementation date is October 1, 2020.

It was requested the Committee read the FAQ document and be versed in speaking to the TPID subject for future conversations. It was agreed to add a statement in the FAQ document for clarifying how funds are to be used.

The Committee reviewed the use of local Hotel Occupancy Tax revenues.

Criteria #1: First, every expenditure must directly enhance the promote tourism and the convention and hotel industry.

Criteria #2: Every expenditure of the hotel occupancy tax must clear fit into one of the nine statutorily provided categories for expenditure of local hotel occupancy tax revenues. (It was noted only six of the nine apply to Irving).

1. Funding the establishment, improvement or maintenance of a convention center or visitor information center.
2. Paying the administrative costs for facilitating convention registration.
3. Paying for advertising, solicitations, and promotions that attract tourists and convention delegates to the city or its vicinity.
4. Expenditures that promote the arts.
5. Funding historical restoration or preservation programs.
6. Funding certain expenses, including promotional expenses, directly related to a sporting event within counties with a population of under 1 million.
7. Funding the enhancement or upgrading of existing sports facilities or sports fields for certain municipalities.
8. Funding transportation systems for tourists.
9. Signage directing tourists to sights and attractions that are visited frequently by hotel guests in the municipality.

Gast noted that when the negotiations took place on arts funding, language was also added to the legislation that in effect ensures that as long as the Arts in Irving receives more than 15%, funds for the ICVB cannot be reduced.

Board member Bob Bourgeois gave the Committee an overview of the Citizen's Bond Task Force. He reported there are 18 Irving citizens on the Committee, and they have met three times. A breakdown of recommended projects was distributed. He reported the City can support \$287 million for recommended projects, and \$778 million is needed for the recommendations, which is a large gap. He reported there are ways to close the gap; the charge from City Council is to present a program and projects at the October Council meeting. Gast will email links for citizen input to this Committee and all presentations will be available online.

Gast noted there is no update on the boards and commissions applicant process. Gast replied to a request from City Operations and Logistics Manager Cecilia Castillo for a list of questions for applicants. Interviews will begin in October. The ICVB Board of Directors has one vacant seat for a resident, which is not tied to the industry as it is currently structured.

On a motion from Bowman, and a second from Board member Rick Lindsey, the Board and Business Development Committee meeting minutes from June 7, 2019 were unanimously approved.

It was noted the next Committee meeting will be held on Friday, December 6. Haacke noted a TPID update will be a standing agenda item.

Haacke adjourned the meeting at 11:16 a.m.

Respectfully submitted,



Maura Allen Gast, FCDME
Executive Director