



MINUTES

Visit SLO CAL Board of Directors

Visit SLO CAL Board of Directors Special Meeting Minutes

Wednesday, February 19, 2020

8:30am

The Kinney

1800 Monterey St, San Luis Obispo, CA 93401

1. CALL TO ORDER: Clint Pearce

PRESENT: Jed Bickel, Mark Eads, Aaron Graves, Jim Hamilton, Jay Jamison, Hemant Patel, Nipool Patel, Clint Pearce, Victor Popp, Amar Sohi

ABSENT: Alma Ayon, Kathy Bonelli, Toni LeGras, Sam Miller

STAFF PRESENT: Chuck Davison, Brendan Pringle

Call to Order at 8:37 am.

2. PUBLIC COMMENT (On Non-Agenda Items)

None.

ANNOUNCEMENTS

Davison pointed out that the Board was provided handouts on the coronavirus, its impact on travel to California, and the expected bounceback. He noted that, based on the reports, the bounceback to California is expected to be immediate once travel fully opens back up, but asterisked the statement with the note that the report was produced in early February.

Davison also noted that the traditional non-board month CEO Report would be sent via email in the morning.

CONSENT AGENDA

3. Approval of January 15, 2020 Board of Directors Meeting Minutes
4. Approval of Visit SLO CAL Bylaws Updates
5. Approval of Visit SLO CAL Articles of Incorporation Amendment

Davison noted that the updates to the Bylaws and the draft Amendment to the Articles of Incorporation were included in the Agenda Packet. He also noted that that Amendment to the Articles of Incorporation reflects the changes made to the Bylaws. As reflected in the organization's mission statement, the Articles of Incorporation is being amended to read: "The specific purpose of this corporation is to promote tourism, destination management, economic development and common business interests in San Luis Obispo County."

Public Comment – None.

Board Discussion.

ACTION: Moved by N. Patel/Jamison to approve the Consent Agenda as presented.

**Motion carried: 9:0:1
Graves abstained.**

BUSINESS ITEMS

6. CEO Contract Terms

Davison left the room for the Board discussion. Pearce reviewed the proposed terms of the President & CEO contract, and noted the cost if Visit SLO CAL were to engage a search agency for a replacement. Mike Gamble, President of Searchwide, called in to the meeting as a resource to the Board, providing feedback on salary and contract term comparatives. Pearce noted that Gamble has acted as unbiased resource in the negotiation process. Gamble also clarified to the Board that he has not acted as an agent for Davison during the process.

Public Comment – None.

Board Discussion. The Board discussed Davison's performance over the past five years and the relationships he has built at the local, state and national level. Hamilton noted that in being stewards of Tourism Marketing District funds, the Board should do its due diligence in reviewing the total compensation amounts of CEOs at DMOs with comparable budgets and a comparable scope that includes destination management, and ensuring they don't exceed 20 percent of the proposed terms. The Board agreed that they were comfortable having the Executive Committee review the comparatives on behalf of the Board.

ACTION: Moved by N. Patel/Hamilton to approve the terms of the President & CEO contract, as recommended by the Executive Committee and allow the Chair to finalize the contract agreement, on the condition that the total compensation package does not exceed 20 percent of comparable organizations' CEO packages, as determined by Searchwide.

Motion carried: 11:0

ADJOURNMENT

Adjourned at 9:56 am.