

**MINUTES – BOARD AND BUSINESS DEVELOPMENT COMMITTEE**

**IRVING CONVENTION CENTER**

**Friday, January 3, 2020**

Those in attendance: Committee Chair Debbie Haacke, Committee Vice Chair Bob Bourgeois, Bob Bettis, David Cole, Karen Cooperstein, Julia Kang, Rick Lindsey, and Joe Philipp – Committee; Maura Gast and Susan Rose – ICVB Staff.

Committee Chair Debby Haacke called the meeting to order at 9:00 a.m. Haacke noted there are no citizen comments.

Committee Chair Debby Haacke suggested going through four points on the bylaws that she thought required some clarity. One of the questions asked was do ex-officio members or non-voting members have the ability to vote in committee settings. Gast stated the legal response is no; however, these committees are only making recommendations and therefore, there are not “true” votes being taken. The ordinance prohibits ex-officio members from voting and by definition a non-voting member does not have voting rights. Therefore, because the committees don’t have a function other than a consensus or a recommendation, it technically can go either way. What you want from any and all committee members is their input and ultimately a consensus from a committee’s discussions that can then come forward to the board with a recommendation for action.

Karen Cooperstein asked if that applied to the executive committee as well. Gast responded yes and it needs to be universally applied to all committees; as with the others, the executive committee only makes recommendations. Gast also stated the full board setting is the only place where a “legal vote” can take place. That is the only body that can take formal action from a semantics standpoint. Actions in committees are for consensus or acceptance of a decision, but only in a full board meeting is there an actual “vote” and that vote may be cast by voting members only.

Joe Philipp expressed concern about the performance evaluation process potentially appearing prejudiced; we need to make sure the Board Chair actively solicits input and that Board Members are given the chance to provide that input.

The question was asked whether an ex-officio or non-voting member could be a chair of a committee. There is nothing that prohibits it, but it may be perceived as impractical, since that member is not a voting member. However, as noted earlier, committees are only recommending bodies and the full board takes any final/voting action. Committee actions are not binding and serve as a recommendation to the full body; therefore, a non-voting or ex-officio member can be the chair or vice chair of a committee.

David Cole asked for clarification about a non-voting individual serving on the executive committee, if they are the chair of a committee. The person can weigh in with an opinion, indicate consensus or opposition because they are on the committee, but not be part of the formal vote when the committee’s recommendation comes to the full board for action.

Philipp stated that we are subject to the perception of prejudice if some people provide input during the performance review and we don’t actively solicit input from all. We need to have a clean process so people know they will be heard. Cooperstein asked are we talking about everyone that sits around the table or the 13 voting board members. Philipp is referring to the executive committee, if that is who is conducting the

performance evaluation. If we don't have a clean process, people who are not on the committee want to know when they will be heard.

After further discussion about the overall performance evaluation process, and the desire to see it made consistent from year-to-year, it was recommended that the bylaws be revised so that the purview of the process is with the full board in a specially called board meeting each year. Responsibility for soliciting input from all in attendance will fall to the Chair and will be added to the Chair's responsibilities in the bylaws.

Haacke commented this begins with the new board orientation process so individual board members will know their specific role and responsibility and where they can provide input.

Discussion took place regarding when an executive session is allowed and not allowed, and who is allowed to attend. Because all members of the board, voting and non-voting, are members of the board, all are allowed to attend an Executive Session unless there is a specific legal reason why someone should not be in attendance.

Haacke mentioned language from Article 7 Section 1 had been moved to Article 3 Section 2. She noted that language had been added that requires the board to have a long-term strategic plan and that requests the council liaison to the board serve on the executive committee. Haacke verified that the only reference to the proposed Tourism Public Improvement District included in the bylaws is the reference to it in this committee's responsibilities.

To move forward with this revision going to the full board in January, the recommended revisions need to go out on Monday. Gast will update the bylaws based on the committee's consensus and send them out to the full board on Monday.

Haacke entertained further questions from the committee and expressed her appreciation for reviewing and editing the bylaws.

On a motion by Karen Cooperstein, and a second by Bob Bettis, the changes with the bylaws as discussed unanimously were approved.

On a motion from David Cole, and a second by Bob Bettis, the December 6, 2019 Board and Business Development Committee Meeting minutes unanimously were approved.

Rick Lindsey gave accolades for the committee's accomplishment with the revisions to the bylaws and appreciates the attention to detail.

Haacke adjourned the meeting at 9:38 a.m.

Respectfully submitted,



Maura Allen Gast, FCDME  
Executive Director