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**Board of Directors — Regular Business Meeting**

**425 N Capital Ave., Idaho Falls, ID 83402**

**Wednesday, 29 November 2017, 7:00-8:30 a.m.**

**Meeting Location: In the large conference room of the offices of Fuller & Beck located 410 Memorial Drive, Suite 201, Idaho Falls, Idaho 83402.**

*In attendance: Chair Terri Gazdik, Board Members Doug Swanson, John LoBuono, Bob Nitschke and Jill Kirkham, Legal Counsel Mark Fuller, Administrative Coordinator Brandace Novack, Chip Schwarze, DeRay Perry Darwin Mecham, Blake Davis, Kevin Greene, Brandi Newton, Steve Vucovich, Ray Gordon, and by conference call, Kevin Bruder and Laura Lewis.*

**Agenda**

**I.** Call to Order - Chair Gazdik calls meeting to order at 7 a.m.

**II.** Adoption of the Consent Agenda –

**A.** Meeting Minutes - Mr. LoBuono suggests minutes are action points. Mr. Nitschke does not want to approve the minutes from 9/27/2017, 10/4/2017 and 10/25/2017 as they are. Legal Counsel has reviewed past minutes, and updated accordingly. He will encourage the Administrative Coordinator to stay current on the minutes in the future, and post to the website as approved. Legal Counsel suggests that the minutes in their current form be part of the record. Mr. LoBuono moves to approve. Mr. Swanson seconds. Two abstain – Mr. Nitschke and Ms. Kirkham. Motion approved.

**B.** Payables – Business expenses to Maverik Center for Chair Gadzik and Mr. Nitschke. Motion to approve the payables. Motion approved.

**C.** Financial Statements – Reviewed by the Board.

**III. Public Comment** – Mr. Schwarze – He would like to address the board functionality. The public would like to see the Board be more cohesive.

**IV. Idaho Counties Risk Management Program (**ICRMP) presentation from DeRay Perry of Hartwell - describing coverage currently in place. Mr. Perry cannot duplicate the coverage in another market place. Review of Tort liability law. Personal auto liability coverage for personal auto used for IFAD business. E & O insurance covers the Board. Cyber liability coverage included. Also, there is terrorism coverage available at a cost of $5,000 per year, but it is not included at this time. Motion: Mr. LoBuono – we accept policy as it is, and reject the terrorism coverage at this time until there is a building. ICRMP has an excellent website. Policy in place since 2009. The Board approves the insurance policy every year. Mr. Perry states that risk transfer with third party entities may be considered in the

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future. Motion passes – Yay – 5 Nay – 0 to accept current policy and reject terrorism coverage at this time. Motion passes.

**V. Report from Mark Fuller on Idaho Open Meeting laws** – applicability to

administrative subcommittees. Legal Counsel reviews subcommittee guidelines and open meetings law as provided by the Attorney General’s office. Question: In what instance is the public entitled to participate? Participation by the public is allowed when decisions are being made. Legal Counsel uses the example of hiring a new ED. Open meeting notice applies to subcommittees when making a decision or recommendation or refers back to the board to make a decision. The board may request a subcommittee to complete task as directed and spelled out in advance to carry out board decisions already made, notice is not required. Public meeting notice requires a five day meeting notice in advance and two day agenda notice in advance. Notice is not required if subcommittee is not making a decision even if discussions may lead to subsequent recommendation. If the Board has already made a decision and simply assigns the subcommittee research on the decision made, notice is not required. Notice is determined by the task assigned. If the Board delegates the decision making process to a subcommittee comprised of two Board members and other members, then a meeting notice is required. If any member of a subcommittee is concerned, then notice can be made. Simply inform the Administrative Coordinator or Legal Counsel to prepare notices. Three Board members have the authority to make decisions as a quorum of the board. Chair Gazdik asks Legal Counsel to clarify when a public notice is required. Legal Counsel seconds the notion that if Board members are ever unsure of meeting notice guidelines then to err on the side of providing notice. The controlling factor is the nature of the assignment when providing notice. Legal Counsel notes that the Board wants the public involved, and suggests inviting the public to all subcommittee meetings.

**VI. Discussion of trip to Maverik Center** - summarize key findings and application to IFAD’s design. Chair Gazdik asks Mr. LoBouno to review visit to the Maverik Center on 17 & 18 November 2017. Two Board members were present on Friday evening, and three Board members were present on Saturday morning, namely, Chair Gazdik, Mr. LoBuono and Mr. Nitschke. The Board met with heads of departments at the Maverik Center. Overall, Mr. LoBuono was impressed with CM, including the AB, operations, ticket plans, master plans and financial plans. Some information was proprietary, and was unable to be shared. City of West Valley owns the Maverik Center. Mr. LoBuono and Chair Gazdik both liked the idea of piggy backing acts within a 300 miles radius. Chair Gazdik’s biggest take away was that she would like the IF Events Center construction team to meet with the operations team at CM. Mr. LoBuono observed the importance of Plexiglas in

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addition to LED lighting and wifi. Mr. Nitschke’s observations included parking lot use for events. Secondly, the security is especially important with regard to current events worldwide. Lastly, Mr. Nitschke wanted to draw attention to Mr. Bruder’s concern for much needed flat space. Mr. Bruder would have liked to have had more flat space for conventions and tradeshows use. He added that, most importantly, the venue is multi-purpose, and flat space adds to a multi-purpose facility.

**Public comment:** Kevin DeKold discusses plan of meeting to match funds with design. Ms. Kirkham concerns include financials and asks if naming rights were reviewed at the Maverik meeting. Kevin Bruder discusses the naming rights how important they are to the funding of the construction of the Events Center as well as fundraising component of the project. Naming rights are extremely important to the funding of the project. The naming rights of the tenant of the venue are key, including sponsorships of sections and halls. Dasher boards, marquees, website sponsors all have varying degrees of sponsorships overall at the Maverik Center. Kevin Bruder has developed a rate card for the Maverik Center. He notes that often rates are negotiated on a case by case basis. Ms. Kirkham would like to know the costs to rent the facility, and costs of utilities. At one time, there was a draft agreement provided by CM. Mr. Nitschke would like to see a plan to determine the costs of the Events Center as it pertains to our market.

**VII. Update on Executive Director Search** - Review of contract with TEG Global. Darwin Mecham of TEG Global was present at meeting. Job opening was posted on various platforms, including LinkedIn. TEG Global agreed to a 15% fee capped at $15,000. Mr. Nitschke requested a copy of the updated job description. Ms. Kirkham questions if it is necessary to hire an ED at this point in the project without funding for the project in place. Mr. LoBuono cannot fathom proceeding with a fifty million dollar project without an ED. There is a question as to whether or not TEG Global had been selected and approved by the board to proceed in the hiring of an ED. Chair Gazdik reviews for the Board the updated ED job description. Mr. Mecham remarks that the current job description was posted last Wednesday, possibly Thursday, prior to the Thanksgiving holiday. Mr. Mecham relays that many outlets have been used such as Indeed, Hot Jobs, etc.… as well use an internal database to advertise the position. There are two significant leads to date. Legal Counsel recommends to leave a non-disclosure agreement in place between TEG Global, and IFAD, including the Board and employees. IFAD is

subject to public information requests. Chair Gazdik motions to approve contract with TEG Global. Mr. Swanson seconds this motion. Mr. Nitschke would like to review the TEG Global contract before voting. Legal Counsel provides copies of TEG contract to the board. Mr. Mecham reviews changes to job description.

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Legal Counsel suggests that the TEG Global contract include language regarding the non-disclosure clause. Freedom of Information Act as it applies to the non-disclosures is discussed. There is a disagreement within the board with regard to the non-disclosure agreement. Ms. Kirkham is against having the non-disclosure agreement as it may hinder the goal of the Board in having complete transparency with the public. It is agreed upon that the non-disclosure agreement requires modification, and be included in the contract with TEG. Mr. Mecham remarks that there is private information collected when vetting candidates. TEG will not contract with an entity without a non-disclosure agreement. Mr. LoBuono has concerns about violating the privacy of individuals, and being subject to suit. Legal Counsel will modify contract. Mr. Swanson motions to accept the contract with TEG Global to add the changes on the paragraphs regarding the non-disclosure agreement. Mr. LoBuono seconds. Motion passes: Yays – 4 Nays – 1. Motion passes.

**VIII. Public Relations** – Mr. Schwarze reviews PR committee observations – Post Register had a positive article about the Events Center last week. PRC suggests hiring a PR firm as soon as possible. Chair Gazdik reflects on a piece that was in the Post Register a few weeks ago that had misinformation, leaving IFAD without a means to make corrections. A PR firm could assist in taking the lead in correcting misinformation to the public. Chair Gazdik provided a list of recommended PR firms that could be the Board’s communications point. The mission statement for Wilkinson Ferrari & Co. is read. Ms. Kirkham states that she is not comfortable hiring companies outside of Idaho. She would like to see Idaho firms considered in the hiring process. Ms. Kirkham does not agree that the project is at a place where we would need a PR firm. Without knowing the costs of the IF Events Center, and if the project is fiscally feasible, the need for a PR firm is questionable at this point in the project in Ms. Kirkham’s opinion. Ms. Kirkham referenced the ERA Study. Mr. Schwarze suggests having a PR firm to offset the current unfavorable public image of the IFAD Board of Directors. The Chamber of Commerce would like to see the IF Events Center be successful. Chair Gadzik believes a PR firm could have been hired a year ago. Legal Counsel suggests that the Board assign to the PRC the task of gathering names of additional PR firms. This item will be put on the agenda for the next meeting in two weeks on 13 December 2017.

**A.** Committee report or update

**B.** Newspaper commentary responses

**C.** Discuss hiring public relations firm

**IX. Discussion of Need for Operational Feasibility** **Study** – Mr. Nitschke would like to recommend to the Board that there be an update to the feasibility study of

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the Events Center. The current study is out dated. Mr. Nitschke would like to move to update the study. Mr. Bruder remarked that the prior board had suggested hiring CM to update the feasibility study and analysis with the Junior Hockey Team in mind. In 2017, there is a Hunden Strategic Partners report that the board should have available for review. Food and beverage, primary tenant, operations and management are the three components that could make it work. CM commitment and passion for Idaho Falls is strong. Ms. Kirkham would like to see a third party review of the feasibility study since some outcomes can be effected by unintentional bias. Ms. Kirkham would like to see an Events Center in Idaho Falls. She states that she will move forward and go full steam ahead with assurances that an Events Center is feasible in the Idaho Falls community. Chair Gazdik remarks that Jorgensen was chosen independently. Ms. Kirkham believes that a third party analysis would help with the fundraising efforts for the Events Center. Laura Lewis states that she would not need a feasibility study to proceed. However, she would need an operator on board and who would that operator be? Ms. Lewis states that operators do not want to come in on a project and operate at a loss. Ms. Lewis states that it would be important for an operator to do a study. It is important for a professional organization to know if they can take on the project and make money. Ms. Lewis would like to see the operational management contract executed. Also, a thorough understanding of fundraising methods and strategies. She would need a professional organization to be on board instead of the board undertaking the tasks at hand alone. Mr. LoBuono asks Ms. Lewis if she believes the Pathways report should be updated. Ms. Lewis would like to see signed agreements. Financing will follow. The costs of such a study is discussed. Ms. Kirkham would like to see an independent study not conducted by CM. Mr. Nitschke would like to see what would be required to make the Events Center profitable. Mr. LoBuono would like to see all paths working in tandem towards the completion of the Events Center. Mr. Bruder states that there are firms out there that can do these types of independent study. Mr. Nitschke motions to contract for an independent feasibility study. Ms. Kirkham seconds. Ms. Lewis needs to know donations and operational contracts in order to proceed. Mr. Nitschke motions to contract an independent feasibility study. Ms. Kirkham seconds the motion. All in favor: Yay – 3, Nay – 2. Motions passes.

Action: To form a committee to proceed in contracting the independent feasibility study.

Legal Counsel suggests that there is a limit of $25,000. Any amount higher would require a bidding process and would add time. Mr. DeKold proposes developing questions the Board would like to have answered by the study. Ms. Kirkham suggests posting the ED job description onto the website as well as announcement

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stating IFAD’s intent to hire a third party firm to evaluate current feasibility of the project.

**X. Business Advisory Committee** – formation, structure, responsibilities – The recommendation of Pathways is to compose a BAC to provide consultation, knowledge, advice, as well as information on other topics as requested by the Board. BAC will provide expertise that the Board does not have. Mr. LoBuono motions to establish a BAC. Mr. Nitschke seconds the motion. Vote: Yay: 5 Nay: 0

Motion passes.

Action: Formation of the Business Advisory committee. The number of members to be determined. Mission of the BAC to be developed. Pathways can assist the Board in forming the BAC. One member of the committee will serve as point of contact to the Board. Mr. Nitschke has concerns regarding the scope of the committee. Legal Counsel will prepare the contract for Pathways for the next meeting.

**XI. Discussion of Next Phase in Fundraising** – Follow-up to Pathways Initial Study - Chair Gazdik reviews the proposal from Pathways. Pathways requires a retainer. Motion: Mr. LoBuono moves to engage Pathways. Mr. Swanson seconds. All in favor. Motion passes. Mr. Swanson departs meeting at 9:36 a.m.

**XII. Review preliminary budget for FY 17/18** – Chair Gazdik reviews preliminary budget. Year end is October 30th. Copies handed to the Board. By August 2018, it is estimated that IFAD will have ten million dollars in the accounts. Agenda item to approve the preliminary budget at the next meeting. Email Chair Gazdik to add suggestions. Legal Counsel reminds the Board that the budget once passed is of public record.

**XIII. Report and Updates**

**A.** Administrative – AC to develop calendar for 2018 for the next meeting.

a. Note cards for IFAD – Get pricing for note cards.

b. Meeting calendar for 2018 – Agenda item for next meeting.

**XIV. Calendar and Announcements**

Upcoming IFAD Meeting/Events – Meetings will be held on second and fourth Tuesdays of the month at 7 a.m. for January, February and March of 2018.

**A.** Next Board Meeting on 13 December 2017 – There will be no meeting on 29 December 2017.

**B.** Announcements and Minor Questions

**XII. Adjournment** - 9:59 a.m.

Conference Call Information:

Dial In number- (515) 739-1030

Access Code – 207-770-975

Posted on or before 7:00 a.m. on 27 November 2017