**Board of Directors — Regular Business Meeting**

**410 Memorial Drive, Suite 201, Idaho Falls, ID 83402**

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

**Meeting Minutes:**

*In attendance: Chair Terri Gazdik, Board Members Bob Nitzchke, Doug Swanson, John LoBuono, Legal Counsel Mr. Beck, Administrative Coordinator Brandace Novack, Chip Schwarze, Kevin Greene, Kevin Bruder via conference call, Liza Leonard, Kevin DeKold, James West, Dana Bracknell, Dana Briggs and Blake Davis*.

1. **Call to Order** – Chair Gazdik calls meeting to order at 7 a.m.
2. **Adoption of the Consent Agenda** – Proposed change to agenda: Mr. Schwarze’s has to leave by 8 AM and his agenda item is changed to item 5 after trip logistics to accommodate his early departure from the meeting. Motion to move to adopt this change. All in favor. Approved.

	1. **Sept 13, Sept 18, September 27, Oct 4 2017, Oct 25, 2017 Minutes -** Minutes listed to be approved at next meeting after all copies are identified from previous Administrative Coordinator, edited and reviewed.
	2. **Payables** – Chair Gazdik motions for approval of the payables. All in favor. Approved.
3. **Public Comment** - Mr. Greene commented that there wasn’t any mention of Pathways on the agenda, and the proposal to raise 8 to 10 million dollars by the community. He referenced Laura Lewis’ proposal that if the board was able to raise these funds in conjunction with community involvement and support that she would be able to get this project financed. Mr. Greene asked how we could get items like Pathways back onto the agenda and the awarding of a contract in order to move forward with the IF Events Center project.
4. **Trip to Maverik Center in Utah** – logistics (Nov. 17 – 18) – Mr. Kevin Bruder discusses proposed trip. CM would be honored to host the Board. There is a hockey game Friday night. An option to tour the Maverik Center will be available. Hotel accommodations are discussed. Since the Maverik Center was built there are now more than eight hundred hotel rooms in the vicinity. Mr. Nitschke thought the intent of the trip was to see a transition of events – a break down and set-up of different types of events. Chair Gazdik clarifies that the intent of the trip is to learn about the operations of the Maverik Center. Mr. Bruder states that the Operations Director and staff could be available to the Board to answer any questions they may have. Ms. Kirkham asked if the

Board could have more clarification on the logistical business plan and the independent financial responsibilities of CM and IFAD. An outline of each parties’ responsibilities is requested by Ms. Kirkham. Mr. Bruder states that it was proposed in the original contract proposal that CM would be responsible for the operations of the IF Events Center and IFAD would be responsible for the financing of the facility and the debt service. Mr. Nitschke asked to see a copy of the original proposal, letter or contract; he would like to get a briefing on the feasibility study. MOU’s were discussed. Mr. LoBuono suggests seeing the West Valley contract. Chair Gazdik reminds the Board that all will be a projection. Mr. Bruder states that there was a draft contract submitted when CM won the MOP. Best financing options were discussed, for example, if the project was tax exempt versus a lease back. CM made recommendations as did Laura Lewis. All recommendations are subject to change. Ms. Kirkham is concerned about gift amounts. Legal Counsel suggests having a public meeting Saturday morning as three or more Board Members plan on attending. Mr. Davis may be able to get a corporate/government rate for the members of the Board. Attendance is to be determined with four positive and one tentative.

1. **Finalize Board Proclamation** – Proclamation addressed to the People residing within the Auditorium District boundaries. On May 17, 2011, the Events Center proposal was passed supporting the construction and operation of a multi-purpose Events Center within the Idaho Falls Auditorium District. The Board Member email addresses are added to the Proclamation. Motion to pass Proclamation as amended. All in favor. Motion passes.
2. **Finalize Executive Director job description -** Mr. Nitschke put together an initial job description. Chair Gazdik suggests expanding on what the Board currently has in the current job description. Management is critical to the skill set. Communication skills essential. A college degree is suggested and preferred. Mr. LoBuono believes in the importance of education, but would like to see strong experience. Chair Gazdik lays out additional categories of expertise and experience the Board may want to add to the job description. Ms. Kirkham would like to place project management experience at the top of the list. Chair Gazdik suggests that there may be two positions required: an Executive Director and a Project Manager. ED should have an understanding of Project Management. Mr. LoBuono commented that the former ED had many strengths required by the position, but lacked in the Project Management experience.
3. **Review and select company to conduct Executive Search** – Ms. Kirkham put together a list of ES companies. Rates vary with each firm. It is Ms. Kirkham’s recommendation to go with TEG Global. The follow up and communication was excellent. In addition, TEG has filled recent ED positions for other companies. Both companies are excellent, but Ms. Kirkham recommends TEG Global. Chair Gazdik agrees, and suggest that two people meet with Darwin with TEG and finalize the job description. Motion to contract TEG with the purpose of hiring an ED. Mr. Swanson seconds it. All in favor. Motion passes.
4. **Report from Public Relations Committee** – Mr. Schwarze warns that the PRC report is not friendly. It has been determined that the Board has no credibility in the community stemming from the most recent actions by the Board, especially with regard to the dismissing of the Executive Director, and the fact it was done twice, did not bode well from a public relations standpoint. PRC reviewed draft of the Board Proclamation. The Board’s accountability is key to its success within the community. Actions need to back up the words as proposed on the Proclamation. Mr. Schwarze suggests placing the Board’s email contact information on the Proclamation. Delays in the project are concerning. PRC suggests choosing one contact person where from whom information is disseminated. A public calendar of events of the Board’s activities is recommended. Perhaps the publishing of the Proclamation in a full page ad as well as an Op Ed piece that is personal, describing where the Board is at today and where the Board would like to be by January, 2018. The hiring of a PR firm is discussed. PRC suggests getting a PR firm under contract. There is a public sense that the Board is misaligned. Mr. Schwarze recommends showing complete transparency to the public, and to align accordingly to see the project through to its completion.
5. **Advisory Board Committee Development** – Chair Gazdik is pleased to report that Mario Hernandez and Steve Vuovich have volunteered to serve on the BAC.
6. **Update on Business Plan –** Mr. Nitschke would like to see a business plan in place, which would help with Board’s direction and fundraising efforts. Mr. LoBuono would like to wait until the Board has an ED in place to help with the Business Plan. Mr. Nitschke offers to help develop the Business Plan.
7. **Report and Updates**
8. Administrative – Board bio’s are requested for the website as well as portraits. The bid process for seating and signage discussed. It is suggested that a FAQ is placed on the website to review bidding process stating that IFAD is not at the point in the project to review specifications.

a. Location for future meetings

1. Legal – Mr. Beck addresses collections and procedure to file a complaint. Must give a ten day notice after which a complaint could be filed. Motion to have Chair Gazdik review the complaint. All in favor. Motion passes.

1. **Calendar and Announcements**

Upcoming IFAD Meeting/Events

1. Next Board Meeting on 29 November 2017 at the Maverik Center in West Valley, Utah.
2. Announcements and Minor Questions – Future meetings will be held in the large conference room at the Offices of Fuller & Beck unless otherwise noticed.

**XIII. Adjournment 8:40 a.m.**

Conference Call Information:
Dial In number- (515) 739-1030
Access Code – 207-770-975