

Board of Directors Business Meeting

Tuesday January 8, 2019, 7:00 a.m.

**467 Constitution Way, Idaho Falls, Idaho 83402**

Attendance: Terri Gazdik, Robert Nitschke, Chip Scott, Mark Fuller, James West, Mike Clements, Kevin DeKold, Chad Hammond, Kevin Greene, Ross Jones, Art Brumer, Steve Vucovich, Salem Thomas

**Minutes**

I. Call to Order - 7:08 a.m. Quorum not present. Meeting will go forward without making any decisions.

II. Action Item - Accept the Consent Agenda

A. Meeting Minutes – Still need Board approval

B. Approve IFAD Payables - need to wait for a quorum to approve.

C. Financials - Review. Total Revenue was almost seven percent ahead of last year. Bottom line was 2.5 percent higher than last year. Good progress.

III. Discussion Item - Public Comment - Art Brumer: Very frankly, construction is taking way too long. The Board was elected to build the building and they aren’t doing their job. He suggested that the board needs to get the public behind them and show excitement about the project because if the board isn’t excited, then the public isn’t excited. He said that this is a viable project and that it won’t be too hard to fill the event center. Quit the over-analyzing, and quit not showing up for meetings. Every day the board wastes they are losing money.

IV. Discussion Item – Project Management Plan – Chip Scott - Scott provided a USB drive with the documents created. They spent a whole day putting together contracts, by-laws, appendices, etc. It is a draft and it needs to continue to be corrected before the final draft is available. Gazdik clarified that this is a living document and that it will continue to be updated. Nitschke suggested it should be on the agenda every meeting to see where it is going and if anything else needs to be updated.

V. Discussion Item – Compilation of Action Items & the Process for Tracking &

Resolution/Document Control Index – Bob Nitschke - Wants a list of previous agenda items to check back with at each meeting. Thomas was asked to create that list and attach it to the agenda for each meeting. For the Document Control Index, Nitschke asked which documents are to be kept and how they have decided that.

V. Discussion & Action Item – Future Staffing Plan – Terri Gazdik - Chip Scott is leaving the position. Gazdik is looking for an interim person and asked for suggestions from the gallery.

VI. Discussion Item – Fundraising Update & Business Advisory Committee plans – Chip Scott - Pathway is deep into the process. The complete marketing kit came in. There has already been one donation. It isn’t a naming-rights donation, but is substantial. The Committee is contacting national corporations. Scott suggested the BAC needs to gain more support. In order to do that, there will be an event on January 16 and 17 to share information about the feasibility study to spark interest in the naming rights area, but also build the Committee. A credit union is strongly considering overall naming rights. The event next week is a sort of recruitment effort for members of the BAC.

VII. Discussion & Action Item – The Opening of a New Bank Account for Naming Rights Funds – Terri Gazdik - Gazdik suggested opening a new bank account for the donations coming in in order to keep the interest separate from that of the money collected from hotels/motels. Fuller said that according to the by-laws, it isn’t required to have the full Board’s approval in order to open the new account, as long as it is the same bank.

VIII. Action Item – Review Audit Engagement Proposal from Rudd & Co. – Terri Gazdik - They don’t need anything new signed for 2018 and they are simply proceeding with the audit. Fuller suggested letting them know they can begin today or tomorrow.

IX. Report and Updates

A. Discussion Item - Executive Director’s Report - Scott has resigned from the position because of family reasons. He came to fill the position to finish the building and knows that it will continue even without him. If you’re going to be on the Board then you need to support it and if you can’t, then don’t be on the Board.

B. Discussion Item - Legal Report - Starting the state tax commission will not be possible until well after July 1, which was the original date. There is the same hotel that doesn’t ever pay on time. Their tax check bounced this time and Fuller can’t get a response back from the corporate office for them.

X. Calendar and Announcements – none discussed.

A. Upcoming IFAD Meeting/Events – Next Meeting on January 22, 2019 but there may be a special meeting sometime next week to discuss the Executive Director position.

B. Discussion Item - Announcements and Minor Questions – none discussed.

C. Action Item - Agenda Items for January 22 meeting - none discussed.

XI. Adjournment - 7:40 a.m.