

**Board of Directors Business Meeting**

**Tuesday 12, March 2019, 7:00 a.m.**

**Location: Idaho Falls Auditorium District Office**

**467 Constitution Way, Idaho Falls, Idaho 83405**

**Attendees: Terri Gazdik, Mark Fuller, Bob Nitschke (by phone), John LoBuono, Doug Swanson, Steve Vucovich, Kevin Greene, Chad Hammond, Mike Clements, Kevin DeKold, Rebecca Casper, Dana Briggs**

**Minutes**

1. Call to Order – at 7:01 a.m.
2. **Action Item** – Swear in new board member – swearing in of Steve Vucovich. Board is once again full.
3. **Action Item** - Accept the Consent Agenda – motion to accept agenda as presented. Motion to accept the consent agenda. Motion passes
   1. Meeting Minutes – 2/26/2019, 3/1/2019, 3/7/2019 – reviewed and approved.
   2. Approve IFAD Payables and Financials – all payables and financials reviewed and approved.
4. **Discussion Item** - Public Comment – none
5. **Action Item** – consider and adopt Guidelines for Public Records location designations, as well as records custodian and alternate custodian designations, as required by Idaho Code Section 74-119 – Fuller stated that it is required to have a records custodian. In 2012, it was voted that Fuller be the custodian because of where the Board was meeting. The documents that are under custodial care include plans, maps, financial documents, strategic documents, audits, and other documents the public may request. Now, the documents are kept at both the IFAD office, and the offices of Fuller and Beck. The proposed custodian is the chair of the Board, with the alternate custodian being the legal counsel. Nitschke asked about the record keeping of the emails. It was explained that important emails are retained in the email inbox of Fuller and the administrative assistant. Motion and second were made. Motion passes. Board Policy 8 was signed by Gazdik and LoBuono.
6. **Discussion Item** – Update on Centennial Management contract – The law firm that is preparing the draft document agreement said they would have a draft document by early next week. Fuller will provide copies to Board members. It will be available for discussion at the next meeting on March 26.
7. **Discussion Item** – CRSA update – Kevin DeKold said they have jumped in with negotiations with their consultants. They have been working with a large architecture firm called Perkins + Will. CRSA has reached out to the other consultants. It is their goal to have all the subcontractors contracted by the end of the month. There are three meetings planned right now, but the most important one is in the beginning of April. It will be to explain how to move forward. CRSA’s consultants will be coming in from Salt Lake and Denver for the meeting.

LoBuono asked what the man in Denver’s responsibility is. DeKold said he has been helping with the design of the building and that it will be very beneficial for everyone to meet him. They will want to do a presentation for the Board at the general board meeting, but the length and depth of the presentation will depend on the attendance of the meeting the day before. DeKold suggested having one or two Board members designated as “building committee members” who would be involved in the whole process.

DeKold asked what the approval process would be for the reimbursement option for travel. Fuller asked what the benefit would be to have the people come in person to discuss things at the meetings. DeKold explained that when there is a lot of flipping through design drawings to do, it is easier to have everyone present physically. The plans haven’t been touched in 2 ½ years so they need to go over them with the contractor. Being able to ask questions is very important. DeKold explained the rest of the travel requirements for the other three meetings, including the potential meeting in Denver. The total amount of reimbursable cost for the next three meetings will be about $2,000. Gazdik explained that she would like a process for the reimbursement requests for the future. It was discussed that DeKold will send a note each time the request will need to be on the agenda.

Because this is a discussion item, there is not availability to make a motion to approve the payments. Fuller advised that it be an item on the next agenda, and that DeKold move forward. Nitschke asked about receiving the schematic design narrative. DeKold said he would email the document to him. Nitschke also asked when the detailed design schedule would be available. DeKold said the schedule should be ready after the CRSA meeting in April. Fuller suggested picking a meeting date. Gazdik and DeKold agreed to find some mutual dates that would work and see which days would be best for the rest of the Board.

1. **Action Item** – status on Executive Director search - Scheduling of further interviews. There were two Skype interviews with candidates last week. There were six more resumes given to the board. Gazdik suggested doing a few more interviews, but acknowledged that the Board will need some time to review the candidates and decide on the best people to interview. Gazdik asked if Friday at 7 a.m. worked for everyone. After discussion, it was decided that Tuesday the 19th of March would be better for the board to schedule Skype interviews. Gazdik said she would get back to TEG Global which people they want to interview, and send Nitschke the candidate information from Darwin Mecham.
2. **Discussion Item** – update on the progress of the naming rights campaign – There was a Business Advisory Committee meeting last night with Pathway. They are every two weeks on Monday evenings. Two people have interest in donating at the $1-2 million level and one entity is considering the main naming rights, but no one has completed the process. Dave Jones and Phyllis Hockett have made really good contacts and met people that are very interested. The BAC discussed improving communications for the project, and the additional information that is coming from the website and Facebook. We are going to start gathering names so we have lists of people wanting to volunteer time. We want to let people feel they are able to contribute. LoBuono said he was concerned that there wouldn’t be an opportunity to accept a naming rights donation if it was less that the proposed $6 million. Gazdik reassured him that all donations would be considered.
3. Report and Updates
4. **Discussion Item** – Update on audit report – audit can’t be issued until the land appraisal is completed. The Board is waiting on Ball Ventures to get them the information needed. The audit should be ready to review at the next meeting.
5. **Discussion Item** - Legal Report – Fuller will plan to bring the draft CM contract to the next meeting on the 19th. Fuller has heard nothing further from the tax commission. They may not assume the responsibility for tax collection until later in the year than originally planned. There are still two hoteliers paying late, but Fuller is working with them. Both Terri Gazdik and Steve Vucovich must run for re-election in April. Documentation is available in the office of Fuller and Beck. Gazdik is planning on running again, but both offices are open to the public for candidacy petitions. A notice of election will be posted today.
6. Calendar and Announcements
   1. Upcoming IFAD Meeting/Events – **Next Meeting on March 26, 2019, Special Meeting on March 19, 2019**
   2. **Discussion Item** - Announcements and Minor Questions – none.

**Action Item** - Agenda Items for March 26th meeting. - Draft management agreement. Audit presentation.

1. Adjournment from Public Session – Motion to adjourn at 7:51. Seconded. Motion passes.

**NEXT MEETING**

Gazdik will send Bob documents about candidates.

Draft management agreement

Audit presentation

DeKold on conference call

Chad will update the comments and bio for Steve Vucovich

Action Item - Centennial Management contract discussion

Action Item – approval of reimbursement amounts for CRSA