

**Board of Directors Business Meeting**

**Tuesday, May 14, 2019, 7:00 a.m.**

**Location: Idaho Falls Auditorium District Office**

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

**Attendees: Terri Gazdik, Bob Nitschke, Doug Swanson, Steve Vucovich, Rob Spear, Dan Beck, Mike Clements, Blake Davis, Kevin Greene, Chad Hammond, Rebecca Casper**

**Minutes**

1. Call to Order at 7:03 a.m.
2. **Action Item** - Accept the Consent Agenda – Nitschke wanted to know how much the Transient Room Tax is adding to the increase in percentages in the financials. Gazdik explained those numbers are not available separate from the total number they have. Nitschke asked what the extra check for IE Productions was for. Gazdik explained that the extra money is for the business cards for Rob Spear. There are still a few minor adjustments suggested for the 4/23 minutes by Nitschke that have yet to be included. Motion to accept the consent agenda with inclusion of the adjusted suggestions for the last meeting minutes from Nitschke. Seconded. Motion passed.
   1. Meeting Minutes – 4/23/19
   2. Financials and Payables
3. **Discussion Item** - Public Comment – None.
4. **Action Item** – Owner’s Representative – Spear has drafted an RFP for the position. Spear outlined the dates for the plan for searching for and hiring a representative. Nitschke said that the dates don’t line up with the meetings of the board and suggested that the hiring process be compatible with the Board’s meeting schedule. He said the Board ought to approve the candidate and the contract. Spear asked who would be involved in the hiring process. Spear explained that he has requested 15 years of experience and has not required an educational level. Gazdik agreed that education may not be necessary if they have sufficient experience in the field and are a licensed General Contractor. Nitschke requested that a request for the educational background of the candidate be included in the RFP.

Gazdik asked what the process for sending out the proposal will be. Spear said it is probably required to post it in public record. Dan Beck said he also thought that was required. Gazdik explained that the budget has not reflected the plan to have an owner’s representative and asked if everyone was in agreement to move forward. Nitschke agreed on the need, but disagreed on the suggested salary of the representative. Gazdik explained that to her understanding, the salary is generally based on the cost of the project, not on an hourly pay and requested a comment on pricing from Blake Davis in the gallery. He said that whatever the cost it would be worth it if the representative would have the freedom to make decisions and save the board from having to make all the decisions.

Nitschke asked what the possibility would be of just having Rob Spear be the representative along with his other responsibilities for the executive director position. Spear said he did think it would be possible for him to take on the role. Nitschke said he would like to see a schedule to see where he would allot his time toward both the executive director position and the owner’s representative position. Nitschke doesn’t want to plan to make Spear or anyone to consistently work more than 40 hours per week, even if they are covering both positions. Vucovich said he thinks the building committee could be heavily involved and helpful. Swanson asked the Bateman Hall representatives if they had any suggestions for a person/company to fill the role whom they had worked with previously. The Bateman Hall representative said he thought Spear would be a great option. Nitschke suggested that the board review the RMP with Spear in mind to see if he satisfies the qualifications. Gazdik requested the building committee review the possibility of having Spear be the Owner’s Representative as well as the Executive Director in the next two weeks and come with a proposal to the next meeting.

1. **Action Item** – Decision Matrix – Nitschke explained that they haven’t had time to write the ideas down. Gazdik said what she is asking for is a decision-making flow chart that shows who would make which decision based on these criteria. CRSA has not given a template for that, but also they are giving it back to the Board to come up with what they want because it is up to the owners to decide who makes the decisions. Even without a decision matrix, the decisions that were requested to be answered a month ago have yet to be addressed because either the information provided was insufficient or a meeting was requested. Spear said it shouldn’t be too hard because right now Bateman-Hall already goes to Spear to ask a question, Spear asks the building committee if he has questions, and they go to the Board if they still aren’t sure what to do.

Spear stated he has already addressed many of the concerns about decision making in the draft PMP. He has suggested thresholds and explained the process of who to contact for each category. It is currently in paragraph form, but the flowchart could be provided if that is what Gazdik wants. Steve said he would ask CRSA again for their change control process. Bateman Hall described their quality control checks all along the process of building. They do repeat checks every time there is a question concerning the items and/or timing being used. Gazdik asked to be ready to approve a decision matrix as part of the PMP. Spear suggested approving the whole PMP next meeting. Spear said the building team has scheduled with CRSA to meet weekly.

1. **Discussion Item** – Design Schedule update – Spear shared what Trenton from CRSA has shared with him. Spear broke the Gantt Chart down into a narrative form and found that some of the original dates he had weren’t being met. Mike Clements mentioned that he had a different schedule and that the 30% deliverables mark was to be May 24, and 60% deliverables mark was to be August 31. Spear requested the schedule CRSA has been using to update the PMP.
2. **Discussion Item** – Update on the progress of the naming rights campaign – New participants showed up to help out with the BAC yesterday. One of the major naming rights options has made an offer. The BAC is working on a counter proposal. Nitschke asked if the board needed to be involved in the counter proposal process. Gazdik explained that they are currently functioning on a subcommittee level for efficiency. Nitschke asked for an updated list of participants and an update on the information that has been discussed in the meetings. Spear offered to send it to him.
3. Report and Updates
4. **Discussion Item** - Executive Director Report – Spear handed out booklets of the draft PMP to every Board member. He went through the different categories within the document to explain how and why he had categorized each of the elements discussed in the book. He asked for corrections and adjustments from the Board so that it is built by all of them, but figured there needed to be a base so he constructed the draft PMP. He said that he had Chad Hammond review the communication plan and asked Hammond to review it again. Gazdik asked when he wanted the Board to have the corrections back to him. Spear explained it would be a fluid document that would be adjusted as the project continues. Gazdik asked how it would be updated. Spear said he would be the owner and make the updates and corrections as they come. Corrections are expected by next meeting and the document will be discussed. The acceptance of the document will happen the following meeting.

Spear has been going through the previous studies to get up to speed with the information up to this point. He plans to review the traffic impact study in order to respond to a public person who came in and questioned a road expansion.

Spear provided the Executive Director Report and indicated that he has been able to meet with each individual Board member, as well as Chad Hammond, CRSA, Pathway Associates, and many others. Spear mentioned that he has been participating in weekly construction meetings with CRSA. He offered to provide meeting minutes. Board members requested the CRSA meeting minutes.

Spear has been doing the community outreach as well as he can and is planning on meeting with the mayor, with city council members, and others who are interested in the project. Communication needs to be improved concerning the transient tax, the high rate in building in the US right now that is contributing to high construction costs, and why it makes sense for Centennial Management to run the facility. He explained the operations deficit projected in the most recent feasibility study. Specifically, that the projected salary and benefit costs are unreasonably high and that Centennial agrees and will be able to lower those costs.

One of the main reasons and benefits of this building will be the growth that follows. Spear shared the mission statement and values that he put together as part of the PMP. He encouraged board members to review and comment.

The next steps for Spear are to meet with the rotary club, the mayor, and other important people in the community. He will also work to finalize the PMP. Nitschke requested a weekly, written report for the Board to know what has been accomplished.

Spear will propose a minimum dollar amount for which he will be able to spend money without prior approval from the board, as well as a proposal to buy a new computer and printer. Spear agreed to also send a weekly report in a weekly report to the Board members every Friday.

1. **Discussion Item** – Legal Report – Dan Beck, in place of Mark Fuller, did not have anything to share with the Board. Nitschke requested a copy of the contract concerning Centennial Management. The last one that was sent out was the incorrect template so the Board has not had a chance to actually review the correct draft of the contract. Gazdik said she would talk to Fuller about getting it sent out.
2. Calendar and Announcements
   1. Upcoming IFAD Meeting/Events – **Next Meeting on May 28, 2019**
   2. **Discussion Item** - Announcements and Minor Questions

**Discussion Item** - Agenda Items for May 28th meeting - Action Item – PMP /Decision Matrix, Discussion Item – CRSA Schedule Update, Action Item – Propose Owner’s Representative (Building Committee)

1. **Action Item** - Adjournment from Public Session – Motion to adjourn. Seconded. Motion passed. Adjourned at 8:40 a.m.

**Action Items Resulting from this Meeting**

Vucovich will ask for CRSA’s Change Control Procedure

Building committee will put decision process in a flow chart and be ready to approve it at the next meeting

The PMP will be reviewed and comments provided to Spear by next meeting – Board

Mike Clements said he would send Spear the CRSA Schedule

Spear will send board members an updated list of participants and an update on the information that has been discussed in the meetings

Spear send out CRSA Meeting minutes weekly

Spear send out weekly ED Reports

Spear put together proposal for de minimis spending without prior board approval

Spear write proposal for new laptop and printer

Gazdik talk to Fuller about sending out draft of CM Contract

Building committee review possibility of Spear taking Own. Rep. position