

MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY (CFA)
BOARD OF DIRECTORS
Meeting Minutes

Organizational Meeting
May 7, 2020
3:00 p.m.
via Telephonic/Electronic Means

BOARD OF DIRECTORS

PRESENT: David Abney, Greg Brush, Elizabeth Connor, Jeff Gore, Belinda Kenley, LaShea Lofton, Jacquie Powell, Mike Stevens, Walter Reynolds, Kevin Weckesser and Tom Whelley

GUESTS: Vicki Giambrone, Sophie Anderson, and Kevin DeWine, CBD Advisors
Shannon Martin and John Caleb Bell, Bricker & Eckler LLP
Joseph Parlette and Monica Jones, City of Dayton

I. CALL TO ORDER

In lieu of a chair, Ms. Giambrone called the organizational meeting to order at 3:03 p.m. and called the roll.

II. OATH OF OFFICE

Ms. Martin shared that all members must complete and sign the Oath document located in the Board packet. The document must be signed and the signature e notarized. The signed documents will be collected and kept with the records for the organization. She added that if anyone needs assistance in securing an electronic notary, they should reach out to her directly.

Ms. Martin then administered the Oath of Office for the CFA Board members.

III. CONSIDERATION OF RESOLUTIONS

A. Resolution 2020-01 — Adopting By-Laws of the Convention Facilities Authority

Ms. Martin presented the resolution and the proposed bylaws for consideration. Mr. Whelley asked a question regarding page 6 and whether or not the Chair and Vice Chair can be reappointed after the first year. Ms. Martin stated yes, they can be if that is the determination of the Board.

Mr. Whelley asked about the order of the meeting agenda and whether that was intended for the Board to follow strictly and Ms. Martin responded that the bylaws set out the proposed order, but language could be added so the order of business is “suggested,” and the Board Chair could re-order business as needed.

Mr. Whelley asked if an oral motion to modify can be used, or if this needs to be in writing. Ms. Martin responded that resolutions should be in written form. If members want to make adjustment to this, they will need to circulate amended bylaws in the minutes for approval.

Mr. Reynolds asked if the bylaws can reflect that not only the Chair, but whomever is presiding over the meeting, has the ability to change the order of business and Ms. Martin responded yes.

MOTION: It was then moved by Mr. Gore and seconded by Mr. Reynolds and unanimously approved via a roll call “to adopt the bylaws as presented with the verbal changes as noted by Ms. Martin.”

B. Resolution 2020-02 – Officer Elections and Appointments.

Ms. Giambrone reported that she had solicited interest in leadership positions from Board members and there were four positive responses. Several other Board members stated they did not have an interest in leadership roles and several members expressed a desire for office holders to have experience in the public sector.

Ms. Giambrone reported the interested members as follows:

- Walter Reynolds – Chair
- Mike Stevens – Vice Chair
- Elizabeth Connor – Secretary
- Jeff Gore – Treasurer

MOTION: It was then moved by Ms. Kenley and seconded by Mr. Weckesser “to approve the slate of officers as presented.”

The Board then held a discussion about the slate and process. Mr. Whelley expressed an interest to have bios on members as this is a new group and he does not know all the member and felt that he could not in good conscious vote on the proposed slate. He suggests holding a special meeting for the sole purpose of electing the office and discussing qualifications of the candidates

Mr. Brush stated given that just one person was stepping up to fill each roll, those members could be elected and then changed if need.

Mr. Gore stated that given only four members had interest in serving, that delaying was not necessary.

Ms. Powell asked how long each officer terms last. Ms. Martin responds that the officer terms are one year each.

Ms. Giambrone suggested that she disseminate background information on all Board members and the group hold a special meeting for Thursday May 14, 2020 at 3:00 p.m. to elect officers. She stated Bricker and Eckler would assist with the public notification and broadcast of the meeting.

Ms. Kenley then withdrew her motion to approve the slate of officers.

Ms. Martin stated that without an election the Board will need to appoint a chair for this organizational meeting to proceed as legal counsel cannot serve as temporary chair.

MOTION: It was then moved by Ms. Kenley and seconded by Mr. Whelley and following discussion described below, unanimously approved via a roll call “to appoint Walter Reynolds as Chair for the purpose of this meeting only as presented.”

Discussion ensued during which Mr. Reynolds agreed to serve as Chair for the purposes of this organizational meeting only and cautioned that he did not want his willingness to serve as Chair

for this meeting to discourage other Board members from seeking to serve as the first elected Chair of the Board.

C. Resolution 2020-03 — Adopting Public Records Policy and Designating Public Records Designee

Mr. Reynolds presented the resolution for consideration. He suggested the Secretary position should have support in someone like an assistant secretary so they can conduct their member duties without undue burden of administrative duties. Ms. Martin stated that once a CFA staff is in place, they can perform those support functions.

MOTION: It was then moved by Ms. Powell and seconded by Mr. Brush and unanimously approved via a roll call “to accept Resolution 2020-03 as presented.”

D. Resolution 2020-04 — Approving Insurance Policies for the Convention Facilities Authority and the Board

Mr. Reynolds presented the resolution for consideration.

MOTION: It was then moved by Ms. Kenley and seconded by Mr. Abney and unanimously approved via a roll call “to accept Resolution 2020-04 as presented.”

E. Resolution 2020-05 — Approving Ethics Policy

Mr. Reynolds presented the resolution for consideration.

MOTION: It was then moved by Mr. Whelley and seconded by Mr. Brush and unanimously approved via a roll call “to accept Resolution 2020-05 as presented.”

F. Resolution 2020-06 — Adopting Statement on Prevailing Wage

Mr. Reynolds presented the resolution for consideration.

MOTION: It was then moved by Mr. Abney and seconded by Ms. Powell and unanimously approved via a roll call “to accept Resolution 2020-06 as presented.”

G. Resolution 2020-07 — Approving Veterans Hiring Preferences Policy

Mr. Reynolds presented the resolution for consideration. He noted the resolution is to be applied discretionarily and is not mandatory.

MOTION: It was then moved by Ms. Connor and seconded by Ms. Kenley and unanimously approved via a roll call “to accept Resolution 2020-07 as presented.”

H. Resolution 2020-08 — Appointing Legal Counsel for the Convention Facilities Authority

Mr. Reynolds presented the resolution for consideration. He noted that with this resolution, the board is choosing to engage Bricker & Eckler’s services. After a review, the Board is not required to issue a Request for Proposal for the services, but may do so at any time. He reported that the City of Dayton has been paying legal counsel fees up until this point and intends to no longer have Bricker & Eckler representing the City on this matter so there will be no conflict.

MOTION: It was then moved by Mr. Whelley and seconded by Mr. Weckesser and unanimously approved via a roll call “to accept Resolution 2020-08 as presented.”

IV. REPORTS AND COMMUNICATION FROM OFFICERS OF THE BOARD.

Given there were no reports or further communication, Mr. Reynolds moved to the next item.

V. Other Business

A. Discussion of Hiring of Executive Director and Additional Employees and/or Engagement of Management Firm

Ms. Lofton stated there is value in making sure this group of potential persons has some expectations laid out before the board starts accepting applications. Ms. Giambrone reported that the City of Dayton had agreed to provide recruitment support, including developing draft expectations and a job description before the June meeting for the board's consideration.

Mr. Reynolds stated the additional items listed were issues the Board will need to consider moving forward.

- B. Preparation of Transition Plan
- C. Preparation of 2020 Annual Budget
- D. Cooperative Agreement to be prepared between the City of Dayton and the Convention Facilities Authority
- E. Cooperative Agreement to be prepared between Montgomery County and the Convention Facilities Authority
- F. Review of Convention Facilities Authority Assets and Plans for Transfer

Mr. Whelley stated the Board needs someone with a fiscal understanding of the losses incurred by the pandemic and how things might look moving forward.

Mr. Abney asked about the convention center's potentially use as emergency COVID-19 overflow and how or if this impacts the CFA's responsibilities. Mr. Parlette stated the City of Dayton retains authority over the building prior to the transfer of assets. He stated that given the current level of cases, The Ohio Guard does not see a need to utilize the convention center as a health care overflow center at this time

VI. Next Meeting Date

Next meeting set for June 4, 2020 3:00 p.m. and will be held via telephonic/electronic means and further meetings are scheduled for the first Thursday of each month at 3:00 p.m., through November.

Mr. Reynolds asked Ms. Giambrone to state the dates of the meetings set for the rest of the year. She reported the following dates:

- July 2, 2020 at 3:00 p.m.
- August 6, 2020 at 3:00 p.m.
- September 3, 2020 at 3:00 p.m.
- October 1, 2020 at 3:00 p.m.
- November 5, 2020 at 3:00 p.m.

Ms. Giambrone asked all members to email any roster changes to her and stated she will send a calendar invite as an acknowledgement of a special meeting to take place on May 14th at 3:00 p.m. to accept the slate of elected office positions

MOTION: It was then moved by Mr. Whelley and seconded by Ms. Kenley and unanimously approved to adjourn the meeting."

The meeting was adjourned at 4:33 p.m.

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Montgomery County Convention Facilities Authority hereby certifies that the foregoing is a true copy of the minutes of the May 7, 2020 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on June 4, 2020.

Elizabeth Connor

Secretary, Board of Directors
Montgomery County Convention Facilities
Authority

