

**MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY
BOARD OF DIRECTORS**

Regular Meeting

June 4, 2020

3:00 PM

Meeting Minutes

via Telephonic/Electronic Means

BOARD OF DIRECTORS

PRESENT: David Abney, Greg Brush, Elizabeth Connor, Belinda Kenley, LaShea Lofton, Jacquelyn Powell, Mike Stevens (joined at 3:25 pm), Walter Reynolds, Kevin Weckesser and Tom Whelley

EXCUSED: Belinda Kenley and Jeff Gore

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

I. CALL TO ORDER

Mr. Reynolds called the organizational meeting to order at 3:05 p.m. and Ms. Giambrone called the roll.

II. APPROVAL OF MINUTES

May 7, 2020 Organization Meeting

Ms. Martin provided the minutes and stated Ms. Connor had provided feedback regarding several typographical changes to the May 7 2020 meeting minutes including the correction of Elizabeth Connor's name, verb tense changes, addition of "Shannon Martin" where a name was missing, correction of Ms. Powell's name, and the change of potential to "potentially".

MOTION: It was then moved by Mr. Whelley and seconded by Ms. Connor and unanimously approved via a roll call "to approve the May 7, 2020 minutes with the changes noted."

May 14, 2020 Special Meeting

Ms. Martin provided the minutes and stated Ms. Connor had provided feedback regarding several typographical changes to the May 14, 2020 Special Meeting minutes including "remind" to "reminded" twice.

MOTION: It was then moved by Ms. Powell and seconded by Mr. Weckesser and unanimously approved via a roll call "to approve the May 14, 2020 Special Meeting minutes with the changes noted."

III. REPORTS AND COMMUNICATIONS FROM OFFICERS OF THE BOARD

Consideration of Interim Fiscal Officer

Mr. Reynolds reminded the Board that they had asked Ms. Lofton to consult with City Staff to identify potential interim Fiscal Officer firms or candidates who could provide short term assistance to help establish accounts and meet fiscal oversight needs as the CFA gets organizations. He then directed the members to the resume of Sean Fraunfelter, CPA.

Ms. Lofton stated she consulted with the firms who work with the City to find firms familiar with government financing and could address the CFA's needs. She stated she received four names and made inquiries into the four prospective contractors. She stated two responded including Mr. Fraunfelter and as well as another area firm. The firm ultimately declined to submit a proposal due to lack of experience in governmental accounting. Ms. Lofton went on to say that Mr. Fraunfelter is experienced in government finance and he serves as the Fiscal Officer for other governmental agencies similar to the CFA and she has had positive experiences in working with him in the past. She also noted that he provided a draft contract as a starting point. She went on to say she finds his offering very reasonable but urges the board to negotiate.

Mr. Weckesser stated he has no concerns with the resume. As for the contract, he noted section 1B, and stated he would consider adding several standard financial statements.

Mr. Reynolds stated they will have legal counsel look through all contracts. He noted in Sean's draft contract there is an exhibit referenced which is not available. Walter Reynolds then asked if the group is comfortable with Sean.

Mr. Whelley asked how the job was posted, and if there was an interview process. Ms. Lofton reminded the group that she was asked during the last meeting to solicit an accounting firm for this temporary work, with experience in government accounting, so it was not posted publicly.

Mr. Brush suggested connecting with the references provided as an extra step. Mr. Reynolds stated there is due diligence to be done before a vote on any interim fiscal officer. He asked for a summary of the solicitation process to be included in the meeting minutes.

Mr. Whelley asked if the position should be posted publicly. He would also like to take a step further and interview Mr. Fraunfelter and speak with the references.

Ms. Giambrone clarified that the group had indicated they were looking for an interim fiscal officer who would assist in the short term and not an employee or long-term contractor.

Mr. Reynolds noted the term of the interim fiscal officer would run from June 1, 2020 to July 31, 2020. He stated Montgomery County is waiting on the CFA to build fiscal infrastructure before they transfer the funds for operations and hiring staff.

Mr. Whelley expressed concern that the process moving forward should be more defined to ensure proper due diligence. He offered to lead a subcommittee to conduct this work before the next meeting. Mr. Stevens and Mr. Weckesser agreed to assist.

Mr. Reynolds stated that any other Board members interested in assisting with the search should reach out to Mr. Whelley. He then tabled the discussion on the hiring of an interim fiscal officer.

Job Description and Process for Executive Director search process

Ms. Giambrone distributed a draft job description created with assistance from the City of Dayton, using resources from several other CFA's and similar organizations. She stated that at the last meeting, the Board had asked for a draft job description for discussion and reviews. Ms. Giambrone stated the City of Dayton Human Resources team shared several options for posting the position given the CFA does not have a website or office location at this time. Once finalized, she stated the position could be posted by the County, City, and on JobsOhio. She then suggested the Board form a subcommittee to finalize the job description and work with the City of Dayton Human Resources team to identify a process to bring back to the Board for consideration.

Mr. Reynolds asked the group for comments. Mr. Stevens stated it the job description looks complete but suggested there may be a need to note there would be background checks on applicants.

Ms. Powell stated there are also industry organizations the Board should consider for posting to identify experienced CFA candidates. Ms. Martin stated if hiring an employee, the CFA may want to develop a more robust employment practice packet.

Mr. Reynolds asked members to submit comments on the draft job description and process to Ms. Giambrone by Monday, June 15, 2020. He asked who would be willing to form the subcommittee to finalize the job description and work through the appropriate process.

Ms. Powell, Mr. Abney, Mr. Reynolds, and Ms. Connor volunteered to serve on the subcommittee. Ms. Giambrone stated the goal would be to have a recommended job description for consideration at the Board's July 2, 2020 meeting. If approved, the process could begin with a goal of having someone in the role by September 1, 2020.

Ms. Lofton asked about the contracting route vs the employee route, and the legal differences between the two. She asked how this would impact the job description.

Ms. Reynolds stated he assumed they were looking for an employee, but that the Board should discuss the options. Mr. Parlette shared in the past the discussion has been that the Executive Director is meant to be an employee of the board who holds the third-party officers accountable. Mr. Reynolds expressed concerns about longevity with an independent contractor. Ms. Martin stated that as an independent contractor, someone like Mr. Fraunfelter continues to run his business and work with other clients. She added that with an employee model, discussions regarding polices, benefits and payroll needs would need to be considered. Mr. Abney suggested the subcommittee also review and consider this issue to make a recommendation to the full Board.

Mr. Reynolds agreed and stated the subcommittee would need to meet soon and be ready to share recommendations during the July 2, 2020 meeting. He set a meeting or the subcommittee to consider these questions and the job description June 11, 2020 at 9:00 AM.

Mr. Whelley stated he would work with Mr. Stevens and Mr. Weckesser offline to set a time to discuss the interim fiscal officer.

Transition Plan Timeline

Ms. Giambrone reminded the Board that they had requested a timeline to help assist the Board in setting dates to meet the necessary deadlines and accomplish the organizational work.

Mr. Reynolds stated it would need to be revised given the decisions made at the meeting and thanked Ms. Martin for preparing the draft.

Update regarding Montgomery County funding and the Convention Facilities Authority

Ms. Martin stated the Board does not need a full cooperative agreement with the County to move forward and receive the funding agreed to by Montgomery County. However, the CFA does need to have accounts in place to receive funds.

Mr. Parlette shared the County's initial plan was to enter a cooperative agreement and pay out \$200,000 over the next three years. He indicated the County is willing to provide the full funding in year one to assist the CFA in setting a three-year budget and make full operational plans. Ms. Lofton added that it is her opinion the County will need a Cooperative agreement to accomplish that. Mr. Reynolds requested Ms. Martin draft an agreement and invoice for the Board's consideration at the July 2, 2020 meeting.

Website and email establishment proposals

Ms. Giambrone reminded the Board of their desire to have email CFA addresses for use for CFA business and recommended drafting a request for proposals to secure a domain name and set email addresses for the CFA.

Mr. Abney stated the Board should solicit assistance from an independent contractor for the website development. He explained that if the vendor were an I.T. firm they could also help with email establishment.

Mr. Reynolds asked Ms. Giambrone to create a statement of work for registering domain names and creating email accounts for the July 2, 2020 meeting. He also stated they should do so as an interim step before the Executive Director is retained. Once they identify an Executive Director, they should be tasked with build out of the website.

Consideration of Resolutions

Resolution 2020-09 – Adoption of Amended and Restated By-Laws of the Convention Facilities Authority. Ms. Martin reviewed the changes requested by the Board. Ms. Powell noted that she had agreed to provide a temporary address using the address of the convention center.

Mr. Reynolds stated there should be a change so that a board member wishing to resign is required to give notice of resignation to the board's President and Secretary.

MOTION: It was then moved by Mr. Whelley and seconded by Ms. Powell and unanimously approved via a roll call "to adopt *Resolution 2020-09 – Adoption of Amended and Restated By-Laws of the Convention Facilities Authority*, with the change noted."

IV. OTHER BUSINESS

None

V. NEXT MEETING

Mr. Reynolds reminded the Board the next regularly scheduled meeting is set for July 2, 2020 at 3:00 PM and will be conducted via telephonic/electronic means and the Subcommittee meeting to discuss the issues identify regarding a potential executive director is set for June 11, 2020 at 9:00 AM

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

VI. ADJOURNMENT

The meeting adjourned at 4:33 PM.

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 June 4, 2020, meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Board on July 2, 2020.

Elizabeth Connor

Secretary, Board of Directors
Montgomery County Convention Facilities
Authority