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MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY
BOARD OF DIRECTORS

Governance Committee

June 26, 2023 | 2:00 p.m. – 3:00 p.m.
Electronic Means and MCCFA Conference Room, Dayton Convention Center,
22 E. Fifth St., Dayton, OH 45402

AGENDA

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|-------|--|-------------|
| I. | Roll Call – Call Meeting to Order | Action |
| II. | Review and Approve Minutes of April 24, 2023 Meeting | Action |
| III. | Discuss and Take Action on Expired Board Terms | Action |
| IV. | Review and Take Action on Fiscal Officer Contract Renewal | Action |
| V. | Review and Take Action on Possible Policy Regarding MCCFA Event Sponsorships | Action |
| VI. | Discuss and Take Action on Potential MCCFA Board Resolutions and Changes to ByLaws | Action |
| | A. Board Treasurer/Fiscal Officer Position | |
| VII. | Other Business | Information |
| VIII. | Next Meeting Date | Information |
| IX. | Adjournment | Action |

For Additional Information, Contact TLeeman@montgomerycountycfa.org



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

Governance Committee Meeting

Minutes

April 24, 2023 | 2:00 p.m.

Via Telephonic/Electronic Means and In-Person, MCCFA Conference Room,
Dayton Convention Center, 22 E. Fifth St., Dayton, OH 45402

COMMITTEE MEMBERS PRESENT: Tom Whelley, Committee Chairperson; Jacquelyn Powell; Michael Roediger

COMMITTEE MEMBERS EXCUSED: None

GUESTS AND STAFF: Pam Plageman, MCCFA Executive Director/CEO; Teri Lemman, MCCFA Executive Assistant

I. Roll Call – Call Meeting to Order

Mr. Whelley called the meeting to order at 2:00 p.m., and Mr. Whelley called the roll.

II. Discuss and Take Action on Potential MCCFA Board Resolutions

Mr. Whelley announced that he wants to generally discuss ideas for the Board’s consideration, including but not limited to the selection process for the Executive Committee/Board Officers, the Treasurer/Fiscal Officer position and evaluation, and the Executive Director/CEO evaluation process.

Regarding Executive Committee succession planning, Mr. Roediger said he does not agree with automatic succession, and prefers language to reflect it is the “intent” for officers to ascend roles, and to also require Board review. Ms. Powell agreed. Mr. Roediger suggested discussions should begin soon with the Vice Chairperson. The committee agreed that a two-year term for officers is appropriate but renewed every year. Ms. Plageman said that a two-year term for the Board chairperson is reasonable.

Mr. Whelley said he would like to explore descriptions of committees and the autonomy of the Executive Committee. It was suggested that any action by the Executive Committee requires Board approval. Ms. Plageman said that is how the Executive Committee operates now, and she

suggested that the Governance Committee include Ms. Giambrone and Ms. Martin in future discussions about the autonomy of the Executive Committee.

Mr. Whelley asked who has responsibility for hiring and evaluating the Treasurer/Fiscal Officer. Ms. Plageman said Mr. Fraunfelter is a contract employee and reports to her. Ms. Powell said she heard from their visit to Columbus that the CFO at the Franklin County Convention Facilities Authority/Columbus Convention Center is a key position. Ms. Plageman said, as the MCCFA matures with additional properties, grants, increased tax collection and administration, and other revenue sources in the next few years, it may be necessary to bring on an additional financial position. However, Mr. Fraunfelter should be retained as a consultant for audits given his public sector and financial expertise. All agreed that the Fiscal Officer's contract needs to be reviewed before its expiration, including an evaluation process that aligns with the contract renewal timeline. Mr. Whelley said, in time, the Executive Committee or Ms. Plageman should make a recommendation about the Fiscal Officer contract position versus the need for a CFO.

Mr. Whelley is also interested in exploring and clarifying the Bylaw Section III language regarding the role of the Treasurer and Secretary; that is, elected versus appointed. Because Mr. Fraunfelter is paid, he cannot be a member of the Board, but it is possible to have a Board member be the Treasurer. Mr. Whelley prefers to have an elected Board Treasurer.

Mr. Whelley said the CEO evaluation process should be handled by the Executive Committee.

There was general discussion about the number of Board positions, which is fixed at 11. The committee reviewed the current Board appointing authorities and members' terms. It was agreed that Ms. Martin should be consulted regarding any proposed changes to terms. The Governance Committee expressed interest in the Board or the Governance Committee having a more visible and active role in nominations for future vacancies. Ms. Powell said a hotelier should be considered for a Board position.

It was agreed to have a meeting with the Governance Committee, Ms. Martin and Ms. Giambrone in May or June to prepare for action at the July Board of Directors meeting. A May meeting will be explored in the event any items need to be considered with the Executive Committee. Mr. Whelley will report on today's discussion at the May 4 Board meeting.

III. Other Business

No other business was presented.

IV. Next Meeting Date

Ms. Lemman will look for a meeting date in May or June with the committee, Ms. Martin and Ms. Giambrone.

V. Adjournment

MOTION: It was moved by Ms. Powell, seconded by Mr. Whelley, and unanimously approved to adjourn at 2:30 p.m.

CERTIFICATE

The undersigned Chairperson of the Governance Committee of the Montgomery County Convention Facilities Authority hereby certifies that the foregoing is a true copy of the minutes of the April 24, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Governance Committee on June 26, 2023.


A handwritten signature in cursive script that reads "Thomas P. Whelley" followed by the date "11/2/2023". The signature is written over a horizontal line.

Tom Whelley
Chairperson, Governance Committee
Montgomery County Convention Facilities Authority