



Progress | Hospitality | Growth

MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY
BOARD OF DIRECTORS

Governance Committee

August 28, 2023 | 9:00 a.m. – 10:00 a.m.
By Electronic Means and In Person at
Dayton Convention Center, MCCFA Conference Room,
Second Floor, 22 E. Fifth St., Dayton, OH 45402

AGENDA

- | | | |
|-------|---|-------------|
| I. | Roll Call – Call Meeting to Order | Action |
| II. | Review and Approve Minutes of June 26, 2023 Meeting | Action |
| III. | Discuss and Recommend Action on Board Treasurer Position | Action |
| IV. | Discuss and Recommend Action on Committee Assignments | Action |
| V. | Discuss and Recommend Action on Strategic Plan Revision Process | Action |
| VI. | Review and Recommend Action on Upcoming Board Term Reappointments | Action |
| VII. | Other Business | Information |
| VIII. | Next Meeting Date: October 23, 2023, 9:00 a.m. | Information |
| IX. | Adjournment | Action |

For Additional Information, Contact TLeeman@montgomerycountycfa.org



Progress | Hospitality | Growth

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

Governance Committee Meeting Minutes

June 26, 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. Review and Approve Minutes of April 24, 2023 Meeting

Mr. Whelley asked for comments and edits to the April 24, 2023 meeting minutes.

MOTION: It was moved by Ms. Powell, seconded by Mr. Roediger, and unanimously voted to approve the April 24, 2023 meeting minutes as presented.

III. Discuss and Take Action on Expired Board Terms

Mr. Whelley said Mr. Roediger's and Ms. Schrimpf's terms expired on December 31, 2022 and will be voted on by the county commission today for reappointment. While their terms technically expired, they remain as members of the Board until they are replaced or reappointed, per the Bylaws. Once reappointed by the county, their terms will be retroactive to January 1, 2023 with a four-year term. Mr. Whelley will announce their reappointments at the upcoming July Board of Directors meeting.

No formal action was taken by the committee.

IV. Review and Take Action on Fiscal Officer Contract Renewal

Mr. Whelley said Ms. Plageman has had responsibility for developing and evaluating the Fiscal Officer's goals and compensation. The Fiscal Officer is an independent contractor, and Mr. Fraunfelter's contract is being renewed. He asked the committee members if they have recommendations regarding the Fiscal Officer's contract, performance, compensation, or goals. It was agreed Ms. Plageman can look to the Governance Committee and Finance Committee for input if needed, but Ms. Plageman, as Executive Director, has overall responsibility. It was verified that Mr. Fraunfelter's contract renewal is for two years, and compensation increases are included in the budget which is reviewed by the Finance Committee. Ms. Martin said as Fiscal Officer, Mr. Fraunfelter reports to the chairperson for audits, but Ms. Plageman administers the vast majority of his contracted functions.

The committee took no formal action regarding Mr. Fraunfelter's contract renewal.

V. Review and Take Action on Possible Policy Regarding MCCFA Event Sponsorships

Mr. Whelley said that Ms. Plageman has asked the committee for guidance on the types of events and amounts that the MCCFA might sponsor. Currently, she makes decisions based on community impact that are within her budget authority and within budget. Examples include sponsoring a table at a Chamber of Commerce event, sponsoring YWCA and Boys & Girls Club events and donation drives, upcoming Heritage Ohio meeting. It was agreed that Ms. Plageman has authority to make those decisions if they reflect the mission of the MCCFA, are within budget, and within her budgetary approval limits. Ms. Plageman said she would seek Finance Committee and Board approval if an appropriate opportunity was above her budget authority. It was suggested that she might choose different organizations from time-to-time.

The committee decided that no formal action, such as a resolution or policy, was needed.

VI. Discuss and Take Action on Potential MCCFA Board Resolutions and Changes to ByLaws

A. Board Treasurer/Fiscal Officer Position

Mr. Whelley said there has been discussion about the role of the Fiscal Officer and whether the Board should have a Treasurer. He asked the members and guests for input.

Ms. Martin provided clarification that the Fiscal Officer plays a statutory compliance role for the issuance of bonds and audits. She said that, as a public entity, the enabling legislation does not require appointment of a Treasurer – only Chair and Vice Chair. A Secretary and other officers may be appointed if the appointments are consistent with the Bylaws and statutes. When the CFA was organized, the question as to whether a Board member should serve as Treasurer and Fiscal Officer was discussed. However, a Board member cannot receive compensation. It is possible to have a Treasurer and Fiscal Officer by distinguishing the duties and delegating powers from the Treasurer to the Fiscal Officer. Ms. Martin recommends retaining the Fiscal Officer for statutorily obligated functions.

Ms. Plageman suggested that a Treasurer could chair the Finance Committee with support from the Fiscal Officer, and she confirmed that Mr. Fraunfelter supports this idea. Ms. Powell said the Fiscal Officer's contract states that he attend Board meetings if available. If he is not available, it would be wise to have a representative, such as the

Treasurer, to report out. Ms. Powell suggested that the Board appoint a Treasurer. Mr. Roediger said it would be good to have a Board member as a financial representative in executive sessions, if needed. At some point in the future, Ms. Plageman said a full-time Fiscal Officer may be needed.

Mr. Whelley asked what the process is to propose a Treasurer position. Ms. Martin said the Code of Regulations does not need amendment and recommended that a resolution be drafted. She also clarified the difference between an elected position and an appointed position: an election is for a term and an appointment is at the direction of the Board. Mr. Whelley asked for discussion about who could serve as the Treasurer. It was agreed that it should be a current member of the Finance Committee, such as Mr. Weckesser, who is a CPA. Mr. Whelley will draft a resolution, send it to the committee and Ms. Martin, and he asked that it be added to the August Board agenda. Mr. Whelley may also have conversations with Mr. Weckesser and Mr. Fraunfelder for input.

No formal action was taken by the committee.

VII. Other Business

Ms. Martin proposed that she conduct updated training sessions on topics such as ethics, public records/meetings, and public contracting. It was agreed this would be useful, and the preference is to conduct them in several 20-minute increments at upcoming Board meetings. It was agreed she will prepare training for the August, September, and November Board meetings.

VIII. Next Meeting Date

Mr. Whelley asked the committee about its preference to meet regularly. It was agreed to meet every-other-month, with the next meeting on August 28, at 9:00 a.m. Ms. Lemman will send meeting invitations.

IX. Adjournment

The meeting adjourned at 2:51 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 June 26, 2023 meeting of the Board of Directors of said Convention Facilities Authority, as approved by the Governance Committee on August 28, 2023.

 11/2/2023

Tom Whelley
Chairperson, Governance Committee
Montgomery County Convention Facilities Authority