

Board of Directors

Bruce Spangler, President (Oroville)
Brooke Isenberg, Vice President (Chico)
Dori Franklin, Secretary (Chico)
John Pearson, (At Large)
Kiran Paragji, (Oroville)
Haroon Saddique, (Paradise)
Mohammad Billah, (Chico)
Nicole Johansson, (At Large)
Vacant, Unincorporated County



Advisory Board

Betsy Yarbrough (County-wide)
Debbie Collins (Chico)
Evie Cameron (Paradise)
Heather MacDonald (County)
Heather Johnson (Oroville)
Jovanni Tricerri (County-wide)
Kelsey Torres (Chico)
Melissa Schuster (Paradise)

REGULAR EXPLORE BUTTE COUNTY BOARD MEETING MINUTES – March 14, 2019
ANNUAL MEETING

Butte County Association of Governments, Board Room
326 Huss Drive, Building E Chico
12:00 – 2:00 PM

- 1. Call to Order and Roll Call – The board meeting was called to order by President Spangler at 12:07 p.m.

Present: Directors Spangler, Isenberg, Franklin, Pearson, Paragji, Johansson, Saddique*.

Advisors: Collins, MacDonald, Johnson, Schuster.

Absent: Director Billah. Advisors Yarbrough, Cameron, Tricerri, Torres.

Guests: Eric Smith – Oroville Chamber, Jennifer Leonard – Almendra Winery & Distillery, Renee Buchan – Chico Velo, Shelly James and Casey Catlett – Porter Co, Erin Morrissey – Downtown Chico Business Association, Jordan Daly – City of Oroville, Carolyn Denero & Ashley Baer – EBC staff.

*Late arrival.

- 2. **CONSENT AGENDA**

2.1 Approval of Board Meeting Minutes of February 14, 2019

2.2 Approval of February 2019 Financial Reports

A motion was made by Vice President Isenberg and seconded by Secretary Franklin to accept the consent agenda items.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Johansson

NOES: None

ABSTENTIONS: None

- 3. **PUBLIC COMMENT**

President Spangler spoke on behalf of the Feather River Center / Forebay Aquatic Center. There has been discussion of creating a large rowing field at the Forebay. This summer both Yale and Berkeley's rowing teams will be coming to Oroville to train.

4. **SPECIAL AGENDA**

President Spangler presented recognition awards to the advisory board for their year of service to the board. Each director and advisor was given a certificate of appreciation.

5. **REGULAR AGENDA**

5.1 NOMINATIONS OF DIRECTORS FOR BOARD OF DIRECTOR SEATS EXPIRING MARCH 2019

Per the Explore Butte County bylaws, "Election of Directors shall take place at the annual meeting of the corporation. A call for nominations shall be sent to lodging businesses paying the BCTBID assessment. A nomination committee shall seek nominees and confirm their eligibility.

"Directors shall be elected by the Board."

A call for nominations was both mailed, via USPS, and emailed to lodging businesses paying the BCTID assessment in December of 2018. The Board, per precedent set at previous annual meetings, can make a call for nominations from the floor prior to accepting the slate of directors recommended by the Nomination Committee.

A motion was made by Vice President Isenberg and seconded by Director Johansson to accept the slate of directors as presented by the Nomination Committee at the February 14, 2019 board meeting. The Nomination Committee has recommended:

- Mohammad Billah, University Inn – Chico Lodging
- Kiran Paragji, Americas Best Value Inn – Oroville Lodging
- Haroon Saddique – Best Western Paradise Hotel – Paradise Lodging

The two-year term of each director will begin March 14, 2019 and expire on March 11, 2021.

There were no nominations from the floor.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Saddique, Johansson.

NOES: None

ABSTENTIONS: None

5.2 NOMINATION OF OFFICERS OF THE BOARD FOR EXPIRING POSITIONS

Per Explore Butte County bylaws, "The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be Directors. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

“The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

“The President and Vice President shall be elected for a term of one (1) year or until their successors are elected and qualified. The Secretary and Treasurer shall be elected for a term of two (2) years or until their successors are elected and qualified.”

President Bruce Spangler and Vice President Brook Isenberg (formally Smith) have both served a one (1) year term as officers which began at the annual meeting in March of 2018 and expires at the March 14, 2019 meeting. Secretary, Dori Franklin, was confirmed as Secretary during the March 2018 annual meeting and has one (1) additional year as Secretary. Scott Stoller was confirmed as Treasurer at the March 2018 meeting but has since resigned from the board. The Board did not act to confirm a Treasurer to replace Scott Stoller when he resigned.

The current officers to be nominated and confirmed are:

- President, for a term of one (1) year
- Vice President, for a term of one (1) year
- Treasurer, for a term of two (2) years

A motion was made by Vice President Isenberg and seconded by Director Johansson to keep the current slate of officers with no Treasurer to be appointed. President for 1-year to be Director Bruce Spangler, Vice President for 1-year to be Brooke Isenberg, no Treasurer to be appointed. Secretary Dori Franklin to continue to serve in her 2-year term as Secretary.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Saddique, Johansson.

NOES: None

ABSTENTIONS: None

5.3 NOMINATION OF ADVISORS FOR THE ADVISORY BOARD, ALL SEATS EXPIRE AT THE ANNUAL MEETING

Per Explore Butte County bylaws, “The Board may designate individuals to serve as advisors to the Board. Advisors will receive notice of meetings in the same manner as Directors but will not be considered Directors for any purpose including voting. Advisors shall serve for a term of one (1) year and may be removed by the Board at any time. Advisors shall be voted on by the Board of Directors at the annual meeting. Advisors will be a representative from their place of business’ location or from their service area. Advisors shall be removed from their position by missing three (3) consecutive regular meetings; they can send a representative in their stead. There shall be no more than two (2) Advisors per TBID member jurisdiction: Oroville, Chico, Paradise, Biggs, Unincorporated Butte County. In addition, there shall be no more than two (2) Advisors representing a Butte County wide service area.”

The following table includes all the people and accompanying organizations who applied through the nomination process for advisory board seats.

Jurisdiction	Name	Organization
City of Biggs	N/A	
City of Biggs	N/A	
City of Chico	Debbie Collins*	City of Chico
City of Chico	Erin Morrissey	Downtown Chico Business Association
City of Oroville	Tony Catalano	Feather River Center
City of Oroville	N/A	
Town of Paradise	Melissa Schuster*	Paradise Town Council
Town of Paradise	Evie Cameron*	Blue Team Realty
Unincorporated County	Heather MacDonald*	County of Butte
Unincorporated County	Jennifer Leonard	Almendra Winery & Distillery
Countywide	Renee Buchan	Chico Velo
Countywide	N/A	

*Currently on the advisory board.

The Board will hear nominations from the floor from any other parties interested in an advisory seat who did not apply through the nomination process.

A motion was made by Vice President Isenberg and seconded by Director Johansson to accept the slate of nominations for the available advisory board seats. All nominees meet the minimum qualifications set forth in the bylaws to be considered.

The term of each advisor will begin March 14, 2019 and expire in one (1) year on March 12, 2021.

There were no additional nominations from the floor.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Saddique, Johansson.

NOES: None

ABSTENTIONS: None

5.4 CONSIDERATION AND ASSIGNMENT OF COMMITTEES OF THE BOARD

The bylaws of Explore Butte County outline the types, authority, and responsibilities of committees that can be convened by resolution and adopted by a majority of the Directors then in office.

The three types are as follows:

- Committees (in general):
 - Must be created by Board resolution adopted by a majority of Directors and consist of two or more Directors to serve at the pleasure of the Board.
 - The Board may appoint one or more Director as alternate members.
 - Shall have all the authority of the Board, to the extent provided in the Board resolution, with exceptions.
 - The meetings and actions of the committee are governed by, held, and taken under the provisions of the bylaws concerning meetings and board actions, with exceptions.
 - Notice of committee meetings will be given in accordance with Ralph M. Brown Act.
- Ad Hoc Nominations Committee (specifically named in the bylaws):
 - Appointed by the Board.
 - Composed of at least three (3) Directors.
 - The process and timeline for nominations is outlined in the bylaws.
 - The bylaws do not outline any ad hoc committees beyond an ad hoc nominations committee.
- Advisory Committee:
 - May be established by the Board.
 - Members may consist of directors or advisors.
 - May not exercise the authority of the Board but shall be limited to making recommendations to the Board.
 - Is subject to the supervision and control of the Board.

During the past few years of EBC's operation multiple advisory and ad hoc committees have been created for various reasons. The Board is being asked to consider the types of committees they would like to assign and with what authority. Sample committees that have been previously assigned:

- Nomination Committee
- Marketing Committee
- State Fair Committee
- Executive Committee
- Finance Committee
- Zone Marketing Committee

A motion was made by President Spangler and seconded by Vice President Isenberg to designate the Marketing and Zone Marketing Committees as advisory committees and designate the Nomination Committee ad hoc. The Marketing Committee, because of the need for regular meetings, will be required to be noticed per Brown Act.

Nicole Johansson volunteered to be the Chair of the Marketing Committee; members of the committee are Melissa Schuster, Dori Franklin, John Pearson, Renee Buchan, Jennifer Leonard, Erin Morrissey and Bruce Spangler.

Nicole Johansson and John Pearson volunteered to Chair the Zone Marketing Committee; members of the committee are Heather MacDonald, Melissa Schuster, Erin Morrissey, Debbie Collins.

Bruce Spangler volunteered to Chair the Nominating Committee; Kiran Paragji and Brooke Isenberg will be on the committee.

The State Fair, Finance and Executive Committee discussion was tabled for a time when they might be necessary.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Saddique, Johansson.

NOES: None

ABSTENTIONS: None

5.5 PRESENTATION BY EXPLORE BUTTE COUNTY'S ADVERTISING AGENCY, PORTERCO

Explore Butte County is in contract with advertising agency, Porter Co, as the agency of record. Porter Co was awarded the advertising contract from the RFP distributed in 2018. The current Scope of Work is set to expire June 30, 2019. Shelly James, partner and EBC's account manager, presented up-to-date progress report on current scope of work and additional projects tasked to Porter Co.

5.6 CONSIDERATION OF NEGOTIATING AND EXTENDING ADVERTISING AGENCY CONTRACT WITH PORTERCO

Porter Co is currently in contract with Explore Butte County as the Agency of Record and is working on a Scope of Work (SOW) as outlined in Request for Proposal (RFP), it is set to expire June 30, 2019. Porter Co has been a solid strategic partner meeting deadlines and goals. Denero is asking the Board to consider entering negotiations with Porter Co to develop, present and execute an additional SOW for eighteen (18) months beginning July 1, 2019 and expiring December 31, 2020.

A motion was made by Director Johansson and seconded by Vice President Isenberg to authorize Denero to begin negotiations with Porter Co for an eighteen (18) month contract to begin July 1, 2019. Scope of work to be developed with Porter Co and EBC Marketing Committee and approved by full board of directors before current scope of work expires.

The motion carried by the following vote:

AYES: Spangler, Isenberg, Franklin, Pearson, Paragji, Saddique, Johansson.

NOES: None

ABSTENTIONS: None

6. REPORTS AND COMMUNICATIONS

6.1 **Update on Strategic Objectives** *Nicole Johansson, Bruce Spangler, Carolyn Denero*

6.2 **Executive Director Report** *Carolyn Denero*

7. **ADJOURNMENT**

The meeting was adjourned at 1:50 p.m.

Board minutes respectfully submitted by Carolyn Denero.