

HALIFAX AREA ADVERTISING AUTHORITY

**Special Meeting
CVB Office- 2nd Floor Conference Room
Monday, February 3, 2014**

SUMMARY MINUTES

The minutes reflect a summarized view of the gathering

Board Present:

Steve Farley, Chris Bowler, Blaine Lansberry, Jason Reader, Libby Gallant, Samir Naran, and Dan Francati.

Board via Phone:

Kyri Drymonis and Pravin Patel

Board Absent: None

Guests:

Charles Hargrove, Evelyn Fine, Bob Davis, Jeffrey Cassady, Sharon Mock, and Scott Chesley.

Staff:

Liz Grindell, Lisa Bordis, Shawn Abbatessa.

CALL TO ORDER

Chair Daniel Francati called the meeting to order at 1:00PM

1. Approval of Minutes

Chair Francati asked for a motion to approve the minutes from the January 15, 2014 HAAA Board Meeting as presented.

STEVE FARLEY MADE A MOTION TO APPROVE THE MINUTES FROM JANUARY 15, 2014 BOARD MEETING AS PRESENTED. JASON READER PROVIDED THE SECOND. THE MOTION PASSED 9 TO 0.

2. Interim Director

Chair Francati lets the board know that Sharon Mock has resigned from the HAAA board as of last week, January 27th. Chair explains that Charles Hargrove and Mock have spoken about the deal making her interim director. Chair and Mock have not spoken about this but she has made a deal with Hargrove. Hargrove thought that was the best way to do it. Chair believes it is a fair deal and will support it. He asks for the power to execute the contract and then Mock can start right away and the board can ratify the contract on the 26th.

Hargrove explains the contract will be an independent contractor for a term of 90 days. It will be able to be extended by the board. The fee will be \$1,800 per week to be paid monthly. There will a scope of work to go along with the contract. There will be a provision in there that will say it is only for interim director and cannot apply for permanent position. In addition, there is an insurance requirement that will need to be paid. Basically, when you work as an independent contractor, professional consultant, they would normally carry workmen's compensation, professional liability insurance and GL. He would suggest the board pay the premium for those three things. This will be fairly inexpensive. Mock can pick out her broker or we can refer to some broker who can do it. Then this will be real clean. In addition to this, because she is a personal consultant, she will not be able to do a few things. Mock will not be able to sign checks, hire or fire employees, given a company credit card, and executing contracts. Hargrove has spoken with Francati about this and with Mock as well. Chair explains that if Mock leaves or needs to take half the week or a whole week of the rate will be prorated. Hargrove said you can prorate over a 40 hour week or however you want to do that. Mock would be a direct report to the HAAA Chair (Francati) on any matters that come up. Hargrove said the board can renew or extend the contract whenever they wanted. Chair wants a clause in the contract that would have both sides to be able cancel the contract at any time within a certain time frame. It would be a termination for convenience with notice.

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Mock adds that she is happy to help out and she thinks that the staff is great and capable. She would help them in any way she can and to set the stage for the new person coming in. Mock would tie up the loose ends like the business plan.

Mock would have the traditional duties and scope of an Executive Director. The contract would be for 90 days and can be extended if needed. Gallant asks about Mock being able to start work soon, like next week. Chair explains she would be able to start as soon as she signs the contract. If she signs the contract on Friday, she could start Monday. Blaine Lansberry asks what the difference in being an independent contractor and interim director. The independent contractor basically says that when they get paid, we are not responsible for paying the taxes, health insurance or anything else. Basically the person is not an employee. Mock would be involved in the day to day operations but would not be making financial decisions or liability issues. The accountability would still reside on the board. Hargrove and his team will handle all of the legal stuff.

LIBBY GALLANT MADE A MOTION TO HIRE MOCK UNDER CONTRACT TO BE AN INDEPENDENT CONTRACTOR WITH A 90 DAY TERM TO BE EXTENDED AS NEEDED BY THE BOARD. THE SCOPE OF WORK AS AGREED TO BY THE CHAIR AND SHARON AT \$1,800 A WEEK. THE BOARD WOULD PAY MOCK'S PREMIUM FOR LIABILITY INSURANCE AND WITH A DIRECT REPORT TO THE CHAIR. THIS SHOULD BE COMPLETED AS SOON AS POSSIBLE WITH A GOAL OF HER GOING TO WORK BY 7-10 DAYS. THIS WOULD INCLUDE A 7 DAY TERMINATION. LANSBERRY SECONDED THE MOTION. MOTION PASSED 10 TO 0.

3. New Business/Public Participation

Chair brought a few quick things to the board.

Chair wants to look into some new office space for the employees. Currently, we are in about 6,500 square feet not including the board room or storage. The rent is about \$40K a year here and will likely go to about \$70K. Chair thinks we need 10,000 square feet. He thinks we should move as this building is going to be under a bridge after they start the construction. The option would be if they want to stay in this area or go out to Williamson in some new space close to Mason. On the 26th he will give the board some options to look at. There is always A1A but not sure there is anything there. Lansberry asked if someone has discussed with Nancy from the Chamber about this. Chair said he has not but will have the conversation if need be. He does not know what this office will be where we want to be in years to come. Lansberry says we have been a long term tenant in this building and there should be conversation with them. Chair said he will do that. Chair doesn't really need any discussing but will bring more options on the 26th. Chris Bowler asks how long the current lease is. Chair said that it is year to year now. Bowler also wants to bring up the difference from 40k to 70k. He is not a space guy; he would rather put 3 people in a cubicle. Chair said this building is difficult to work with and you have to walk through offices to get to other offices. He believes you can get more productivity from the employees if they have space to work in. Lansberry said before we come up with a plan, we need to see what the staff will grow and the space we will need first. Bowler also said that the new director might want task themselves with.

The McGladrey contract is completed and signed. They should be starting the special audit soon.

Chair is going in front of the county council for the extra money on Thursday and board members may attend.

Collinson Media sent a proposal for doing digital media for us. Shawn Abbatessa is working out the kinks.

Curley and Pynn changed their scope to include the trip to Canada and are now attending under their monthly fee.

Chair wants to talk about the design on email advertising. He has some concerns that he would like to be addressed, possibly by a professional whose field is to analyze the email content and approach.

Fine brought up a Visit Florida Marketing campaign. She thinks the board should consider it. Hargrove explains the board cannot vote on it today but suggest adding to the February HAAA agenda.

THE MEETING WAS ADJOURNED AT 1:34PM.

Respectfully submitted,

**Lisa Bordis
Executive Assistant**