

HALIFAX AREA ADVERTISING AUTHORITY

**Policy and Procedures Workshop
CVB Office- 2nd Floor Conference Room
Tuesday, February 4, 2014**

SUMMARY MINUTES

The minutes reflect a summarized view of the gathering

Board Present:

Steve Farley, Libby Gallant, Michael Kardos, Samir Naran, and Dan Francati.

Guests:

Bob Davis, Charles Hargrove, Sharon Mock and Scott Chesley.

Staff:

Liz Grindell, Lisa Bordis, and Shawn Abbatessa.

CALL TO ORDER

Chair Daniel Francati called the meeting to order at 10:05AM

1. Policy and Procedures

The purpose of the changes in the policy and procedures currently is to put HAAA more in line with the County. Charles Hargrove explains what the county council is looking for. What they want is accountability for internal controls, for money, budget reports, etc. They want it to be uniform so there is no difference. Things like travel and credit cards the county council wants to be handled the same with the county. Hargrove said he got a lot of input from Chair Francati and Sharon Mock to at least move forward. This will have good internal controls. Chair adds that one thing that needs to be address is the scope of authority the executive director has. Where that ends and where the board responsibility begins. This is the beginning of putting that all into play. Hargrove highlighted all the changes he made for the board to review. There are some definitions in there so it kind of explains what Hargrove is talking about.

CVB Name

Hargrove brings up that he wants to talk about the name. The CVB name will still be kept. There may be other names that you can do business under but ultimately the CVB name is staying and owned by HAAA. It is not the only name you can do business as. Chair says that HAAA does not have a brand so eventually they will have to go in as doing business under 'Discover Daytona Beach,' or 'Visit Daytona Beach.' Hargrove does not think the board has made a final decision not to use it, you can continue to use the CVB name when need be. Liz Grindell asks about using the CVB for accounting purposes. The CVB gave the name to transfer to HAAA to use it at will. Contracts should be in the name of HAAA. It is easier that way.

Consent Agenda

Gallant verified they are now working on the third draft of this. Chair asks about the consent agenda. If you have something on the consent agenda you want to talk about, you have to do before the meeting. The idea is to deal with the issues before and to look at the smaller transactions. Hargrove says the idea of the consent agenda is to give every board member the chance to see everything before it's adopted. It will start going out one week prior to meeting. If a board member has an objection to one of the items, they would need to state so prior to going to vote on the consent agenda.

Abbatessa brings up the hosting of information on the new website. Hargrove says he can add it and it is giving the public notice. It will be posted on the website under the Partners section. They are currently working the format to make it more user friendly.

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Public Participation

Abbatessa asks about the part about the public participation completion form. Hargrove said to be technically correct you would have your public participants complete prior to meeting. There is a change in the law in this past year to allow public participation. There is nothing that prohibits using a form, you can if you choose. Once you set your policy in place, you cannot stop it, it would be from here on out. Mock says that on one hand you do not want presentations to the board you do not know about but public comment should be different. There would need to be a way to know the difference. Chair says that HAAA runs the meeting a little looser than the county. If he got a formal policy he would not be able to do that. Then it would turn into a 'who did and didn't' get to speak. Chair thinks in this format it is better to continue the way they are currently doing it. We do recognize people in the meeting when discussing agenda items, not just during public participation. As long as there is public participation it is okay.

Mission Statement

Hargrove asked Mock about the Mission Statement as she does not like the current one as much as the previous one. Mock said she meant to ask Grindell about the one that was used previously. Gallant brings up that the mission statement on the agenda; it is different than the plan. The Mission Statement to be used is the one on the agenda with scratching off the CVB part.

Abbatessa asks about the address of billboards on this policy. Mock said it is a mistake and she told Hargrove about it as well. He will be removing it from the policy.

Purchasing Policy

Gallant asked Grindell if the purchasing policy is in line with the one from James Moore & Company as the counties does. Mock suggest Grindell to make sure that everything from their purchasing policy is in this policy. Grindell asks Hargrove about the financial records and accounting. The retention of financial records is unclear and she is looking for clarification. James Moore and Company instructed what to do with CVB records but not with HAAA records. There has never been permission to get rid of any HAAA records. Hargrove explains that HAAA falls under the public records law and you can either scan the documents in and save them or follow the retention log. Each is going to be different. Some will be 7 years, and others will be longer or shorter. Hargrove will provide Grindell with the guidelines to follow as Grindell said they have records back to 1987. Chair suggests anything older than 7 years we should get rid of. Hargrove said, "When you get in doubt, you can just scan it in and then you will have a record of it."

Credit Cards

Gallant asks Hargrove about the difference between a travel card and a purchasing card. The employees here have a business card. For example, they pay for table display and travel on their cards. Hargrove wanted to know what bank they work with. Bank of America is the bank. Hargrove explains that the county has 'P cards', basically certain transactions are automatically blocked. A county employee cannot go out and buy alcohol or school supplies. However, they would be able to book a hotel, or pay for a flight. The county has a purchasing card which pays for everyone's travel on one card but there is no particular card in one person's name. They can book a hotel room or a flight on the P card that is not in their name. Because you have a contract with Bank of America, they can actually block some transactions on the cards.

The county would like to have all the advertising agencies the same on that. The alcohol issue is one thing, when you are getting a client that will become business it is okay but infrequently. This has come up with other boards in general, not citing anyone in HAAA, but the county wants unity in the process. Francati asks how many credit cards are out. Grindell says there are nine. Mock said that with accountability, there has to be documentation of who-when-where-why. The process of documenting is very important. There are a lot of people out on travel frequently. Grindell explains the employees give all the details on a report and on the actual receipts. The highest one was Hentz, and the spending limits differ for each employee per how much they travel. Credit cards are only sales and marketing team. Hargrove said that he sent an email over a year ago for certain documentations that

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were needed for the credit cards. There is also an employee handbook that is about 50 pages that the employees have to sign after they have read. There is a lot of detail and the credit card policy is in there.

Chair, "I think what we need to do is, take every person who has a credit card, and list what the level of the spending limit is and see if the board is okay with the amount." Grindell listed all the people with credit cards, there are 9. Gallant said that there could be one card that people who do not leave the building could use. They could put those charges on one card. Chair says they use something through American Express that the employee can use via a sign in and password. Maybe this is something Liz could set up for those in the office whom do not leave or for all the travel charges like airfare and hotels. Grindell said that moving forward; she would have to reconcile fewer cards if they do it that way. If all the travel goes on one credit card and the ones whom travel all the time would have a card with a lower limit. Possibly have one card internally that pays for things such as hotel reservations, airline tickets and things like that. The people traveling would only need their card for incidentals and things like that. They would still have a credit card while on the road in case of emergencies but it would be low limit. Abbatessa says the amount that would have to be huge in order to do it this way. The employees would still book their own travel, but just using one in house card.

Chair thinks Mock needs to task herself with this. Try to find a travel card that could work to do the purchasing travel this way. Hargrove wants to make sure that everyone whom has a credit card is covered under the fidelity bonds. Mock agreed to check into this as well. Hargrove explains the board members are covered under the fidelity bonds but he is concerned with reaching down deeper.

Employee Handbook

Hargrove goes on to explain the policies and procedures for the actual employees of the leasing company. Due to the leasing company being the actual employer there is only so much that can be done. It has to be provided to TriNet for them to provide to their employees. Mock suggests adding it to the policies and procedures to save from having duplication. Hargrove said the employee leasing company would have to make sure the employees have it. Hargrove will however add it as an exhibit in the policies and procedures.

HR Committee

Mock asked Chair about his desire to start an HR committee. Chair thinks they should form the committee and they could look at the handbook among other things and go into more detail. The HR Committee would only have to meet a few times a year.

Crisis Management Plan

Mock also asked about the crisis management plan. This is absolutely mandatory. Hargrove suggests adding it to the policies and procedures as an exhibit. This should be current according to Abbatessa. Chair said there has to be a plan to take everyone off site and right now there is not. That is the problem with the plan.

Business Lunch

Hargrove brings up the business lunch issue which Abbatessa asked be brought up. The problem persists in the County as well. There needs to be a policy so the employee can know when they can procreate funds for business lunches. If the lunch is, for example, you are doing a tradeshow and you may have an event coming from that, is it okay to do. On the other hand, HAAA does not want to be like the other ad authorities and just have lunches to have lunch. It would be good for the board to develop some guidelines for the employees to know either way. Mock suggest asking Angela Daniels from the Ocean Center as they probably have a policy in effect already. She visits people all over town and surely to have one. Chair suggests that if the Executive Director approves the business lunch then the employees could do so occasionally. You have to have some flexibility but need a policy addressing it.

Board Expenses

Mock said there needs to be a policy in effect for the board and expenses for going to things. If there is a tourism day in Tallahassee, then the board Chair may need to go. He doesn't need to go on his dime so the board should

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cover the mileage and such. There are circumstances in which you might want to take a board member along. There may need to be specifics on what expenditures the board would be allowed. Hargrove said you will have Sunshine law requirements to meet if you take more than one board member at a time. You can still pull it off, there are just certain things you must do to meet the sunshine law requirements.

Executive Matrix

Chair wants to talk about the Executive Matrix in the back of the policies and procedures. Chair explains that purchasing and advertising are two different things. Mock asked a few questions about some of the items chosen on the matrix. The Executive Director is limited on what he or she can do. He wouldn't be able to settle legal cases or give out cash. With the Executive Matrix, the board will be involved in every step of the situation and can decide if they want to carry on with these contracts the Executive Director wants to sign. Simply, tell the board and they can say if they are interest or if they are not interested. Mock suggest that the board should review all committee suggestions. She does not like that the committee can make a decision and act on it without HAAA approval.

Abbatessa asks about the work done by a standing committee. She says they are there to review current programs and truthfully they should not be spending their own money. For example, ACHT has voted to put an RFP for video vignettes for our ACH. It is currently out. Mock said they cannot just make a motion and spend money out of it unless it is documented in advance in the marketing plan. Hargrove said that if the HAAA board has not approved this, it is a problem. The committees cannot be certain that what they suggest, the HAAA board will agree with. The committee recommends but they are not in power. Hargrove says the committee has no legal bounding. There is no one on the committee who can sign a contract for HAAA. This doesn't even comply with Florida statue as well. Hargrove suggest bringing this to the board so they can go back, look at it, fix it and ratify it to make it legal. Mock said if it is in budget, it is something that HAAA just needs to know about it and will probably approve it. Chair wants that added as a line item for the February 26th Agenda. Gallant adds the board used to get an update from every committee for just a few minutes and that kind of helped with the communication.

Gallant wants HAAA to address the terminology of the old ABC budget. Previously, if the money in the budgeted needed to be moved, the Executive Director could do that. Now, the way the budget was presented, there is no leeway to do that. At what point does she need to come back to HAAA and or the county to change line items. For example, if there are 7 lines in the meetings and conventions budget, previously you could change from line 1 to line 6. However, now you cannot. It just needs to clarify how the County Council and HAAA board want the process to be done.

Abbatessa wanted to let the board know the advertisement they spoke about at the special meeting went out yesterday. There will be a full page with 6 partners at \$1,200 each. That will be on the HAAA agenda for February 26th.

Bordis said they are trying for Friday, February 28th for the Executive Search Committee meeting, as the first date did not work for a few members. Hargrove also says that last week the County Council said they did not get a marketing plan. He does not believe the Council actually told anyone they wanted the marking plan. Mock reassures the County Council will be getting that soon.

THE MEETING WAS ADJOURNED AT 11:35AM.

Respectfully submitted,

**Lisa Bordis
Executive Assistant**