

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, FEBRUARY 11, 2016**

STAFF PRESENT: CEO Carlene Moore

1. CALL TO ORDER

A regular meeting of the Board of Directors of the Napa County Fair Association was held Thursday, February 11, 2016, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Bonnie Chisholm, Dana Cole, Woran Deckard, Bob Fiddaman, Kerri Hammond-Abreu, Karan Schlegel, and Anne Steinhauer. Directors absent: Don Meyer. The meeting was called to order at 7:37 PM by Chairperson Beck.

2. PUBLIC COMMENT

Mary Ellen Hester

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on January 8, 2016
- b. Financial Report of January 2016
- c. Correspondence

Motion by Fiddaman, second by Steinhauer to approve consent items. Motion passed unanimously 8-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

None

5. STRATEGIC GOALS

To create a unique, relevant, annual fair that is owned with pride by the community as “our county fair.”

- a. Staff Report
 - i. Napa Valley Olive Oil Competition
 - ii. ENGAGE Art Fair

Staff report.

Opened for public comment.

Closed public comment.

Board discussion.

To create a master plan of the facility and programs that strategically develops our business enterprises.

- b. Staff Report
 - i. Strategic Plan Ad-Hoc Committee meeting – January 29, 2016

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

To develop a top-ranked RV Park destination that delivers the Napa Valley experience.

- c. Staff Report

Staff report.

Opened for public comment.

Closed public comment.
Board discussion.

To perform as, and be recognized as, the community's number one event center and ranked in the North Bay Area's top ten.

d. Staff Report
None

6. ADMINISTRATIVE ITEMS

a. Committee Reports

i. Leadership Development – January 25, 2016 and February 5, 2016

1. Committee Charter & Scope of Work

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Schlegel, second by Fiddaman to approve the revised committee charter and scope of work as presented. Motion passed unanimously 8-0-0.

ii. Governance – January 25, 2016

1. Committee Charter & Scope of Work

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Steinhauer, second by Deckard to approve the revised committee charter and scope of work as presented. Motion passed unanimously 8-0-0.

iii. Audit – January 25, 2016

1. Committee Charter & Scope of Work

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Cole, second by Steinhauer to approve the revised committee charter and scope of work as presented. Motion passed unanimously 8-0-0.

iv. Fundraising – January 29, 2016

1. Committee Charter & Scope of Work

Director report.
Opened for public comment.
Closed public comment.
Board discussion.

Motion by Fiddaman, second by Cole to approve the revised committee charter and scope of work as presented. Motion passed unanimously 8-0-0.

v. Finance – February 3, 2016

1. Quarterly Financial Reports

Director report.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Deckard, second by Steinhauer to accept the 4th quarter 2015 financial reports as presented, understanding that year end has not been completed yet and so the final report will be submitted as the Statement of Operations to CDFA. Motion passed unanimously 8-0-0.

b. Committee Reports

- i. Staffing update
- ii. Revenue Protection Program
- iii. Hunt Motorsports Concepts update
- iv. Verizon Wireless update
- v. Napa Valley Vine Trail
- vi. CFSA Regional Training

CEO Moore reported that she has filled the Director position for ENGAGE Art Fair and has hired a full-time bilingual person in the office; a revenue protection claim has been submitted for the Fiesta Mexicana loss and the rates have more than doubled for this year; HMC promotions has still not settled their outstanding invoices with us and they are awaiting confirmation from AMA for the motorcycle race date; the City of Calistoga extended Verizon’s use permit; serving as the Arts Council representative on NVVT, which has potential benefit to the Association as well; attended the q&a session with CFFA and F&E on deferred maintenance projects at the regional training noting that the funding is guaranteed so we are moving forward with engineering and bid plans to be shovel-ready when the funding mechanism is in place.

7. TRAINING & DEVELOPMENT

- a. The Brown Act

This item was tabled to next month in the interest of time.

8. CLOSED SESSION: Pursuant to Section 54957(b) of the Government Code

- a. Public Employee Performance Evaluation
Title: Chief Executive Officer

Meeting adjourned from open session at 8:41 pm to convene in closed session. Motion passed unanimously, 8-0-0.

The board reconvened from closed session into open session at 9:04 pm. Director Beck reported that no action was taken, however the board did establish the 2016 CEO goals.

9. ADJOURNMENT

Motion by Steinhauer, second by Deckard to adjourn at 9:05 pm. Motion passed unanimously, 8-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Bob Beck
Chairperson

Date