

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, NOVEMBER 10, 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, November 10, 2016, in the Tucker Room at the fairgrounds with the following directors present: Chairperson Bob Beck, Directors Dana Cole, Woran Deckard, Bob Fiddaman, Kerri Hammond-Abreu, Karan Schlegel, and Anne Steinhauer. Directors absent: Bonnie Chisholm and Don Meyer. The meeting was called to order at 6:06 PM by Chairperson Beck.

2. PUBLIC COMMENT

Cindy Yant

3. CONSENT CALENDAR

- a. Financial Report of October 2016
- b. Correspondence
- c. CEO Annual Performance Review: Approve November 17, 2016 special meeting date

Item b was removed from Consent Calendar at the request of Director Hammond-Abreu. Motion by Steinhauer, second by Fiddaman to approve consent items a and c as presented. Motion passed unanimously, 7-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- a. Correspondence

Board discussion: Hammond-Abreu.

Opened for public comment.

Closed public comment.

Motion by Hammond-Abreu, second by Deckard to approve correspondence as presented. Motion passed unanimously, 7-0-0.

5. STRATEGIC GOALS

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

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

- a. Master Plan: Minutes of the Special Meeting held on October 13, 2016

Director report: Fiddaman.

Opened for public comment: None.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Steinhauer to approve the minutes of the special meeting as presented. Motion passed unanimously, 7-0-0.

- b. JPA Governance Recommendations: Letter delivered to City-County joint committee

Director report: Beck.
Opened for public comment: None.
Closed public comment.
Board discussion.

No action taken.

c. Calistoga Tribune article of November 4, 2016: Discuss correction of misstated facts

Director report: Beck.
Opened for public comment: None.
Closed public comment.
Board discussion.

Board concensus to authorize Chairperson Beck to follow up with the Calistoga Tribune on behalf of the board.

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

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

6. ADMINISTRATIVE ITEMS

a. Committee Reports

i. Golf Course Ad-Hoc meeting of October 19, 2016

Director report: Hammond-Abreu.
Staff report: CEO Moore.
Opened for public comment.
Closed public comment.
Board discussion.

No action taken.

ii. Audit meeting of October 27, 2016

1. Financial Review: Accept 2015 report
2. Federal and State tax returns: Accept 2015 returns

Director report: Cole.
Opened for public comment: None.
Closed public comment.
Board discussion.

Motion by Deckard, second by Cole to approve the 2015 Financial Review as presented. Motion passed unanimously, 7-0-0.

Motion by Deckard, second by Steinhauer to approve the 2015 federal and state tax returns as filed. Motion passed 6-1-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/ Hammond-Abreu voting no.

iii. Governance meeting of October 27, 2016

1. Policy update: Approve changes to Association-Issued Credit Cards policy
2. Policy: Approve Business Use of Personal Vehicles policy

Director report: Steinhauer.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Steinhauer, second by Fiddaman to approve the changes to the Association-Issued Credit Card policy as presented. Motion passed unanimously, 7-0-0.

Motion by Steinhauer, second by Fiddaman to approve the Business Use of Personal Vehicles policy as presented. Motion passed unanimously, 7-0-0.

iv. Finance meeting of November 7 and 10, 2016

1. Quarterly Financial Reports: Accept third quarter financial reports, second quarter Fair Events report, and 2016 contingency expenses

Director report: Deckard.

Opened for public comment.

Closed public comment.

Board discussion.

Motion by Deckard, second by Steinhauer to approve the quarterly financial reports as presented.

Motion passed 6-1-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/ Hammond-Abreu voting no.

b. Board Self-Assessment: Discuss summary for future leadership development

Director report: Schlegel.

Opened for public comment.

Closed public comment.

Board discussion.

Board concurred for future topics to be leadership development, new member orientation, and the board's fundraising role. No action taken.

c. CEO Report

i. Board elections update

As was already emailed to the board, only 2 applications were received for the two elected director positions; as such, an election is not required per the terms of our bylaws. Appointment applications are open until November 30th.

ii. 2017 Budget

The budget will be presented at the November 17, 2016 special meeting.

iii. California Fairs Alliance conference review

CEO Moore reported on her attendance earlier this month. It was a good conference, key note speaker topic on generational marketing was insightful, met with representatives from CDFFA to give update on our request for JPA consideration, and industry focused on messaging about the deferred maintenance grant funds.

iv. CDFFA Deferred Maintenance Grants FY16/17

We did not receive a grant for FY16/17, and reminded the board that the State selects the projects with top priority going to health, fire, and safety projects first. NCFFA received two such grants for FY15/16.

v. Annual meeting award recipients consideration

CEO Moore asked the board to send her any suggestions they have for presentation at the December meeting.

vi. WFA Convention preview

CEO Moore highlighted the upcoming WFA Convention in Reno in January and the leadership development program for directors on Sunday. Any directors wishing to attend should let her know as soon as possible.

vii. CalARVC RV Park Days 2017

We have been selected by CalARVC as the site of one of their RV park owner meetings for 2017.

viii. Antelope Valley Fair tour

CEO Moore visited the Antelope Valley Fair along with City Manager Dylan Feik for a tour of their grounds and to learn more about their own process of forming a JPA.

Additionally, CEO Moore reported on the successful completion of the NASCAR test this week and their interest in moving forward with a race date for 2017 and our excitement for it, and that she met with City representatives about the next phase of Grant Street drainage improvements that will go from the ditch to the river.

Motion by Steinhauer, second by Fiddaman to adjourn to closed session at 7:32 pm. Motion passed unanimously, 7-0-0.

7. CLOSED SESSION: Pursuant to Section 54957(b) of the Government Code
 - a. Public Employee Performance Evaluation
Title: Chief Executive Officer

The board reconvened from closed session at 8:54 pm.

Chairperson Beck reported that no action was taken.

8. ADJOURNMENT

Motion by Steinhauer, second by Fiddaman to adjourn at 8:57 pm. Motion passed unanimously, 7-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Bob Beck
Chairperson

Date