

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF THE NAPA COUNTY FAIR ASSOCIATION
THURSDAY, AUGUST 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, August 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, Don Meyer, Karan Schlegel, and Anne Steinhauer. Director Steinhauer arrived a few minutes late to the meeting. The meeting was called to order at 6:04 PM by Chairperson Beck.

In the interest of the audience turnout for specific agenda items, Chairperson Beck moved items 6-b and 7-b-ii to follow item 5.

2. PUBLIC COMMENT

Lynn Barass, Ruben Lopez, Cindy Yant

3. CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on May 12, 2016
- b. Financial Report of May 2016
- c. Correspondence

Items b and c were removed from Consent Calendar at the request of Directors Chisholm and Hammond-Abreu, respectively. Motion by Fiddaman, second by Steinhauer to approve correspondence as presented. Motion passed unanimously, 9-0-0.

4. DISCUSSION OF ITEMS REMOVED FROM THE CONSENT CALENDAR

- a. Minutes of the Regular Meeting held on May 12, 2016

Board discussion: Hammond-Abreu, Steinhauer.

Opened for public comment.

Closed public comment.

Motion by Steinhauer, second by Fiddaman to approve the meeting minutes as presented. Motion passed 6-3-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/Meyer, Hammond-Abreu, Chisholm voting no.

- b. Financial Report of May 2016

Board discussion: Chisholm.

Opened for public comment.

Closed public comment.

Motion by Fiddaman, second by Steinhauer to approve the meeting minutes as presented. Motion passed 6-3-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole and Beck voting yes/Meyer, Hammond-Abreu, Chisholm voting no.

Motion by Fiddaman, second by Steinhauer to adjourn to closed session at 6:25 pm. Motion passed unanimously, 9-0-0.

5. CLOSED SESSION: Conference with Legal Counsel – Anticipated Litigation
Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Gov. Code Section 54956.9:
One (1) Case

The board reconvened in open session at 7:23 pm with Chairperson Beck reporting that there was no reportable action from the closed session.

6. STRATEGIC GOALS

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

b. Golf Ad-Hoc Committee

Director report: Hammond-Abreu.

Staff report: CEO Moore.

Opened for board comment: Chisholm.

Opened for public comment: Ira Warm, Sally Houk, Maureen Taylor, Dick Kuykendall, Elizabeth Tangney, Darian Lopez, Susan Snook, Cindy Yant, Edgar Massoletti, Kurt Avery.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Deckard to accept the committee's report, keep the ad-hoc committee in place to review the mitigation progress and external communications by meeting monthly through the end of the year. Motion passed unanimously, 9-0-0.

7. ADMINISTRATIVE ITEMS

b. CEO Report

ii. Golf Course mitigation plan

Staff report: CEO Moore

Before moving on in the agenda, Director Steinhauer called for a point-of-order, as there was confusion by a member of the audience about when to speak on the agenda. Public comment was reopened.

Public comment: Ruben Lopez.

6. 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. Fiesta Mexicana y Jaripeo

ii. Napa County Fair & Fireworks

iii. Calistoga Christmas Faire

Staff report: CEO Moore.

Board discussion: Chisholm, Hammond-Abreu, Meyer.

Opened for public comment: None.

Closed public comment.

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

- c. Strategic Plan Ad-Hoc Committee Report
 - i. Master Plan
 - ii. Strategic Planning Retreat

Director report: Fiddaman.

Opened for public comment: Dylan Feik.

Closed public comment.

Board discussion.

Motion by Fiddaman, second by Steinhauer to request to be on the agenda for an upcoming Napa County Board of Supervisors and Calistoga City Council meetings to present the request to meet regarding a JPA. Motion passed unanimously, 9-0-0.

Motion by Steinhauer, second by Schlegel cancel the October 13th regular meeting in lieu of an all day special meeting for the strategic planning retreat to be held on October 13th. Motion passed unanimously, 9-0-0.

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

- d. Staff Report

Staff report: CEO Moore.

Opened for public comment: Susan Snook, Dick Kuykendall.

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.

- e. Staff Report

None.

7. ADMINISTRATIVE ITEMS

- a. Committee Reports
 - i. Leadership Development

Director report: Schlegel.

Opened for public comment.

Closed public comment.

Board discussion: Hammond-Abreu

- ii. Governance

Director report: Steinhauer.

Opened for public comment: Cindy Yant, Ira Warm.

Closed public comment.

Board discussion.

- 1. Code of Ethics

Motion by Steinhauer, second by Fiddaman to approve the Code of Ethics policy as presented. Motion passed, 8-1-0 with Steinhauer, Schlegel, Hammond-Abreu, Fiddaman, Deckard, Cole, Chisholm and Beck voting yes/Meyer voting no.

2. Recruitment of potential board candidates

Motion by Steinhauer, second by Fiddaman to approve the Board of Director Candidate Recruitment policy as presented. Motion passed, 7-2-0 with Steinhauer, Schlegel, Fiddaman, Deckard, Cole, Chisholm and Beck voting yes/ Hammond-Abreu and Meyer voting no.

3. Association-issued Credit Card

Motion by Steinhauer, second by Fiddaman to approve the Association-Issued Credit Card policy as presented. Motion passed, 7-2-0 with Steinhauer, Schlegel, Hammond-Abreu, Fiddaman, Deckard, Cole, and Beck voting yes/ Chisholm and Meyer voting no.

4. Intellectual Property Protection

Motion by Steinhauer, second by Fiddaman to approve the Intellectual Property Protection policy as presented. Motion passed unanimously, 9-0-0.

iii. Audit

Director report: Cole.

Opened for public comment.

Closed public comment.

iv. Finance Committee

1. Quarterly Financial Reports

2. 2016 Budget

Director report: Deckard.

Staff report: CEO Moore.

Opened for public comment: Cindy Yant.

Closed public comment.

Board discussion: Hammond-Abreu.

Motion by Deckard, second by Steinhauer to accept the second quarter financial reports as presented. Motion passed unanimously, 9-0-0.

Motion by Deckard, second by Steinhauer to approve the 2016 budget adjustment as presented. Motion passed unanimously, 9-0-0.

b. CEO Report

i. Hunt Motorsports Concepts

CEO Moore reported that at the request of HMC Promotions, they will be parking on the golf course in the fairways and roughs of #4, 3, 2, 8, 7, and 6 in exchange for the Association parking RVs on the Great Lawn.

Opened for public comment: Dick Kuykendall, Tommy Hunt.

Closed public comment.

Board discussion: Hammond-Abreu, Schlegel, Steinhauer.

7. ADJOURNMENT

Motion by Meyer, second by Steinhauer to adjourn at 11:44 pm. Motion passed unanimously, 9-0-0.

Certified to be a true and correct copy.

Carlene Moore
Chief Executive Officer

Date

Bob Beck
Chairperson

Date

DRAFT

Napa County Fair Association
SUMMARY OF OPERATIONS
August 31, 2016

	Budget 2016	Current Mo. 2016	Current YTD 8/31/2016	Prior YTD 8/31/2015
Revenues				
General/Overhead	53,200	1,034	41,121	35,309
Fair	405,761	(55)	378,146	288,781
Speedway	70,444	0	20,617	65,272
Golf Course	119,490	9,076	99,625	152,725
RV Park	432,250	42,106	309,160	297,387
Events Center	126,801	8,315	80,815	109,130
Emergency Response	0	0	0	0
	1,207,945	60,476	929,485	948,603
Expenditures				
General/Overhead	327,092	19,417	242,344	211,015
Fair	436,075	2,381	400,943	362,902
Speedway	67,085	2,392	29,864	46,507
Golf Course	198,527	24,758	120,597	145,374
RV Park	164,917	12,428	96,286	94,112
Events Center	107,986	7,725	72,604	118,813
Emergency Response	0	0	149	0
	1,301,682	69,101	962,787	978,723
Net Gain/(Loss) Operations				
General/Overhead	(273,892)	(18,383)	(201,223)	(175,707)
Fair	(30,314)	(2,436)	(22,796)	(74,121)
Speedway	3,359	(2,392)	(9,247)	18,764
Golf Course	(79,037)	(15,682)	(20,972)	7,351
RV Park	267,333	29,678	212,874	203,275
Events Center	18,815	590	8,211	(9,683)
Emergency Response	0	0	(149)	0
	(93,737)	(8,625)	(33,302)	(30,119)
State Allocations	38,190	0	38,190	30,000
Other Allocations	2,419	0	2,419	0
	(53,128)	(8,625)	7,307	(119)
Depreciation	116,789	9,199	73,594	73,594
	(169,917)	(17,824)	(66,287)	(73,713)
Resulting Net Gain/(Loss) AFTER Allocation of General/Overhead Expense				
General/Overhead	0	0	0	0
Fair	(96,048)	(6,847)	(71,090)	(116,290)
Speedway	(24,030)	(4,230)	(29,369)	1,194
Golf Course	(114,643)	(18,071)	(47,131)	(15,491)
RV Park	198,859	25,082	162,568	159,349
Events Center	(57,875)	(4,557)	(48,131)	(58,881)
Emergency Response	0	0	(149)	0

Golf Course Ad-Hoc Committee Summary

The committee met on Thursday, August 24, 2016 in the Main Office with the following committee members present: Chairperson Kerri Hammond-Abreu and director Dana Cole and Bob Beck, and staff member CEO Carlene Moore. No members of the public were present.

1. UPDATE SCOPE OF WORK

The committee reviewed its charter and recommends adding two new goals: to meet monthly to report on progress and solicit feedback from the local golf community and to review staff's presentation of the capital improvement alternatives identified in the Report of Recommendations. Revised charter is attached.

2. MEETING SCHEDULE

The committee will meet the third Wednesday of every month, September through December, from 3-4pm in the Tucker Room, starting September 21st. Each agenda shall include a course report by staff followed by feedback from the golf community representatives. Since today's meeting did not occur until after the third Wednesday of August, the committee will also meet on Wednesday, September 7th from 3-4 pm in the Tucker Room. The designated golf community representatives (communications group participants) are invited to the committee meetings.

3. REVIEW COMMUNICATIONS GROUP PARTICIPANT LIST

The committee reviewed the golf community representatives invited to participate in the committee meetings, which included the addition of Ruben Lopez to the group, and does not have any further additions at this time.

The meeting adjourned at 4:10 pm.

BOARD COMMITTEES – PURPOSE & SCOPE OF RESPONSIBILITIES

Golf Course Ad-Hoc Committee

I. Purpose and Scope of Responsibilities

The Golf Course Committee is an ad-hoc committee chartered to research master plan strategic alternatives and current course capital improvement alternatives as they relate to the Mount St. Helena Golf Course and the current master plan development.

II. Committee Organization and Reporting Structure

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.
- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Committee is chartered for the exclusive purpose listed above and will sunset upon submission of the master plan strategic alternatives and the capital improvements alternatives report to the Board.
- The Chief Executive Officer shall serve as staff to the Committee.

III. Goals

1. To meet with the three identified golf groups to obtain their input on the master plan and ideas they have for the Board to consider investing in the existing course to improve quality and quantity of play. **Completed.**
2. Through 2016, meet monthly to report on progress and solicit feedback from designated representatives of local golf community.
3. Review staff's presentation of estimated costs for capital improvement alternatives identified in the Report of Recommendations.

IV. Objectives

1. Gather opinions and facts for master plan strategic alternatives which relate to possible alternative types of course, course length, shared uses, use of reclaimed water, and a destination golf course to report back to the Board and forward on to the master plan consultants.
2. Develop recommendations for capital improvement alternatives with estimated costs for the Board to consider in the next Capital Budget (Fall 2016).

V. Immediate Strategies

1. Meet with the three golf groups. **Completed.**
2. Research capital improvement costs. **See Goal #3 above.**

DRAFT

ANNUAL SELF-ASSESSMENT OF THE BOARD⁴

Effective boards proactively set standards for organizational performance and ensure they are met. This includes not only for staff, but also for officers, committees, and individual board members.

The Board of Directors participates in an annual self-assessment review and goal setting process for itself that coincides with the Chief Executive Officer Annual Evaluation. The self-assessment is an opportunity for the board to measure how well it is operating and to explore best practices. The Board engages in an ongoing process of leadership development by participating in both the CEO evaluation process and board self-assessment.

The Board Self-Assessment is a three step process:

- 1) Individual responses
- 2) Group review and discussion
- 3) Define future work of board for education, development and training, both for the entire board or individual directors

Since the Chief Executive Officer works for the entire board, this annual review process is the time and place for the board to speak with one voice in assessing its own performance, understanding its performance in relation to the CEO's performance, and setting goals for the future. As such, the timeline for the Board Annual Self-Assessment synchronizes with the Chief Executive Officer Annual Evaluation schedule:

- 1) Following the September regular board meeting, the Leadership Development Committee Chair, or designee, distributes the self-assessment form as developed/reviewed by the Committee.
- 2) The Board of Directors returns the forms to the Committee Chair, or designee, who compiles the assessment forms.
- 3) In open session at either the October regular board meeting or Long Range Planning Session, the results are shared with the Board of Directors.
- 4) The Committee Chair compiles the board comments into a single document.
- 5) In closed session at the special board meeting in October for the CEO Performance Review, the results are discussed as they relate directly to the performance of the CEO.
- 6) Prior to the November regular board meeting, the Leadership Development Committee discusses and drafts goals, based upon the updated strategic goals and CEO goals, for presentation to the board for approval.

⁴ Adopted December 10, 2015

CHIEF EXECUTIVE OFFICER ANNUAL PERFORMANCE REVIEW¹²

The board participates in an annual review and goal setting process with the Chief Executive Officer (CEO). Since the Chief Executive Officer works for the entire board, the annual review process is the time and place for the board to speak with one voice in assessing the CEO's performance and set goals for the future.

Successful and cohesive Boards of Directors engage in an ongoing process of leadership development by participating in the CEO evaluation process, including completion of the evaluation form, attending board discussion, and the presentation of the evaluation results to the CEO. It is a tool in assessing the performance of the CEO in accomplishing goals.

The process for the CEO evaluation is:

- 1) Following the September regular board meeting, the Board Chair, or designee, distributes the CEO evaluation form as developed by the Leadership Development Committee.
- 2) The Board of Directors returns the forms to the Board Chair, or designee, who compiles the evaluation forms.
- 3) In closed session at the October regular board meeting, the results are shared with the Board of Directors.
- 4) The Board Chair compiles the board comments into a single document for presentation to the CEO.
- 5) In closed session at a special board meeting in October, the board presents the evaluation to the CEO for discussion.
- 6) Prior to the November regular board meeting, Leadership Development Committee meets with the CEO to discuss and draft goals, based upon the updated strategic goals, for presentation to the board for approval.

¹² Adopted September 12, 2015