

**SAN DIEGO CONVENTION CENTER CORPORATION
BOARD OF DIRECTORS "SPECIAL" MEETING**

**WEDNESDAY, MAY 21, 2025, 11:00 A.M.
111 W. Harbor Drive, 2nd Floor, Executive Boardroom
San Diego, California 92101**

AGENDA

**Telephone number for members of the public
to observe, listen, and address the meeting telephonically:
(727) 731-7732 – No access code is needed.**

The Executive Office elevator is currently out-of-service; however, members of the public who are mobility impaired may observe and/or provide public commentary for this meeting from the Administrative Conference Room located at Hall “E”, Mezzanine Level.

1. Call to Order

2. Public Comments

This portion of the agenda provides an opportunity for members of the public to address the Board on items that are listed on the special meeting agenda.

3. Discussion and/or Action Items

- (A) Discussion and Possible Action to Adopt an Amendment to Policy 520 (Board Member Responsibilities and Duties; Attendance at Board and Committee Meetings) to Establish Policy for Clear and Consistent Board Member Representation of the SDCCC**

Recommendation: Discuss the item and consider adoption of the proposed amendment to Policy #520.

Public Comment

- (B) Review of Board Member and Officer Roles and Responsibilities pursuant to standing policy to include a discussion and finalization of the scheduling of the Board retreat.**

(No Board memorandum.)

Recommendation: Discuss and provide direction to Staff regarding finalization of the scheduling of the Board retreat.

Public Comment

4. Board Comment [Govt. Code § 54954.2(a)(2)]

Informational Item- No Discussion or Action-
Brief Comments or Questions from Board Members Only
Public Comment (For Closed Session)

5. Closed Session

**A. EMPLOYEE PERFORMANCE EVALUATION
Government Code Section 54957
Title: President & CEO**

Public Report

Adjournment

This information is available in alternative formats upon request. To request an agenda in an alternative format, or to request a sign language, oral interpreter, an Assistive Listening Device ("ALD"), or other reasonable accommodation for the meeting, please call Pat Evans at (619) 525-5131 at least two working days prior to the meeting to ensure availability. **Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or pat.evans@visitsandiego.com to request a copy.**

In compliance with Government Code section 54957.5, non-exempt written material that is distributed to the Board prior to the meeting will be available at the meeting or it may be viewed in advance of the meeting online at visitsandiego.com. Materials distributed to the board after the posting of this agenda also will be available. Please contact Pat Evans at (619)525-5131 or pat.evans@visitsandiego.com if you would like to receive a copy of any material related to an item on this agenda.

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**SAN DIEGO CONVENTION CENTER CORPORATION
M E M O R A N D U M**

TO: BOARD OF DIRECTORS

FROM: Vice Chair Rodriguez-Kennedy and Secretary Newsom

DATE: For the Agenda of May 21, 2025

RE: Discussion and Possible Action to Adopt an Amendment to Policy 520 (Board Member Responsibilities and Duties; Attendance at Board and Committee Meetings) to Establish Policy for Clear and Consistent Board Member Representation of the SDCCC.

DISCUSSION

Policy #520 “Board Member Responsibilities and Duties; Attendance at Board and Committee Meetings” provides guidance for Board members regarding the performance of their responsibilities and duties. The proposed amendment establishes a policy that respects individual Board members’ freedom of speech while protecting the SDCCC from any potential misattributions. The policy requires that Board members make industry standard disclosures when making public or private communications while empowering the appropriate Corporate and Board officers to correct any such misattributions within reason and their best judgment.

RECOMMENDATION

We recommend that the Board of Directors discuss the item and consider adoption of the proposed amendment to Policy #520 (See attached).

/s/

/s/

Will Rodriguez-Kennedy
Vice Chair | Board of Directors
San Diego Convention Center Corporation

Gretchen Newsom
Secretary | Board of Directors
San Diego Convention Center Corporation

Attachment:
Policy 520

**SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY**

Subject: Board Member Responsibilities and Duties; Attendance at Board and Committee Meetings
Policy #: 520
Date: May 21, 2025
Page: Page 1 of 3

Purpose

The performance audit conducted by the City of San Diego in 2009 recommended that the Corporation should have a corporate policy that explicitly provides guidance to Board members regarding the performance of their responsibilities and duties, including their attendance at Board and Committee meetings. This policy is intended to provide that guidance.

Background

The California Nonprofit Integrity Act (set forth in the California Corporations Code) subjects directors of California nonprofits to two fiduciary duties – the duty of care and the duty of loyalty. Specifically, Corporations Code section 5231(a) states that

“A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner that director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.”

Policy

A. Responsibilities and Duties, Generally

To meet these duties of care and loyalty, Board members should:

- become familiar with the mission and business of the Corporation and its relationship to the City of San Diego
- become familiar with the Corporate Policies, and with respect to those policies governing Board member conduct and activities, make every good faith effort to adhere to them
- exercise the level of oversight called for in the bylaws and Corporate Policies

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- become familiar with the state laws applicable to the Board, including particularly provisions of the California Government Code that prohibit self-dealing; the Political Reform Act and Fair Political Practices Commission regulations, the Brown Act (California's open meetings law) and the California Public Records Act
- become familiar with and comply with the Corporation's Conflict of Interest Code, including limitations on self-dealing
- become familiar with and comply with ethics training requirements, as required by state law and as called for by the policies of the San Diego City Council applicable to the Corporation
- attend Board and Committee meetings (addressed in more detail below), and make every good faith effort to review and familiarize themselves with the materials provided in connection with the matters on Board and Committee meeting agendas
- exercise independent judgment in evaluating the course(s) of action available to the Corporation in any given situation
- maintain in confidence information acquired by the Board members in confidence

In fulfilling these duties and responsibilities, Board members are encouraged to ask questions of the President & CEO, the General Counsel, and other senior staff as appropriate, to inform themselves about the business of the Corporation and the matters that came before the Board. Board members are permitted to rely on the information, opinions, reports, financial statements and other information provide by the Corporation's officers, employees, counsel and other professional or expert consultants, provided that the Board members have acted reasonably and in good faith after making the effort to understand the matters before them and the advice they are being given in connection with those matters. (Corporations Code section 5231(b)).

B. Attendance at Board and Committee Meetings

The viability and effectiveness of the SDCCC Board depends on the active, consistent participation of its Board members in the work of the Board and its Committees. Attendance at Board and Committee meetings is an integral part of each Board member's duties. While the Board recognizes that individual Board members are volunteers who must accommodate several different demands on their schedules, the Board also desires to underscore the need for regular attendance at Board and Committee meetings. Board member attendance problems should be addressed early with the intent of encouraging and assisting each Board member to fulfill his or her attendance obligations.

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Board members are expected to attend at least 75 percent of regularly scheduled Board meetings (excluding special meetings). Members are also expected to participate in at least one committee and to attend at least 50 percent of such committee meetings. For purposes of this policy, a Board member is considered to have “attended” a meeting when he or she remains in the meeting for at least half of the meeting in question. Board members will be kept apprised of the Corporation’s record of their attendance.

Any member of the Board may informally bring a perceived attendance problem to the Board Chair, who will thereafter bring the matter to the Executive Committee. If, in the opinion of the Executive Committee, a Board member’s absence from Board or Committee meetings is impairing the ability of the Board (or a standing committee of the Board) to function, the Chair may address the situation with the subject Board member. The Chair will report to the Executive Committee on the results of his or her meeting with the subject Board member.

If the subject Board member’s attendance improves, no further action need be taken. If, after this meeting, the Board member’s record of attendance has not improved, the Executive Committee may draw the attendance problem to the attention of the Board’s appointing authority and ask the appointing authority to intervene and help resolve the problem.

If the Board member having the attendance problem is a member of the Executive Committee, the remaining members of the Executive Committee shall be authorized to act without the participation of the subject Executive Committee member. In that event, however, the Chair shall also temporarily appoint at least one other Board member to the Executive Committee, on an *ad hoc* basis and solely for the purpose of considering whether to take the attendance problem to the appointing authority.

C. The Board of Directors Speaks with One Voice: Public Representation of Corporation

The Board of Directors shall speak with one voice through the Chair of the Board when presenting the official position of the Corporation, or in the absence of the Chair, the Vice Chair of the Board. Individual Board members should be aware of how their public communications may be perceived as representative of the Board of Directors or the Corporation. To ensure clear and consistent representation of the Corporation, Board members shall:

- In all instances where a Board member is identified as a member of the Board while making public or private communications the Board member shall make the following disclosure: “This is my personal opinion, and the content of this opinion does not reflect the position or views of the Corporation, its Board of Directors, or Staff.”
- In written communications where the Board member is identified as a member of the Board, the Board member shall publish or make known the following disclaimer: “Title is for identification purposes only and does not indicate an

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endorsement by the Corporation, its Board of Directors, or Staff”

Should a Board member make a public or private communication that is wrongly attributed to the Corporation or its Board of Directors, the President & CEO, the President & CEO’s designee, or the Chair of the Board shall be empowered to communicate in a manner they deem appropriate that the communication is made in the Board member’s personal capacity and does not represent the Corporation or its Board of Directors. Should the Board member in question be the Chair of the Board, the Vice Chair shall be empowered to make said communication.

Adopted by the Board of Directors on October 30, 2009

Amended by the Board of Directors on July 30, 2010

Amended by the Board of Directors on March 21, 2018

Amended by the Board of Directors on May 21, 2025