

Agenda Item 3.A

MINUTES*
SAN DIEGO CONVENTION CENTER CORPORATION
THE BOARD OF DIRECTORS

BOARD MEETING OF JUNE 23, 2020
Via Teleconference

BOARD MEMBERS PRESENT:	Chair Jaymie Bradford and Directors, Elvin Lai, Carol Kim, Carlos Cota, Jeff Gattas and Xema Jacobson
BOARD MEMBER(S) ABSENT:	Director Allan Farwell
STAFF PRESENT:	Rip Rippetoe, Mardeen Mattix, Corey Albright and Pat Evans (Recorder)
ALSO PRESENT:	Jennifer Lyon, General Counsel

*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.

1. Call to Order

Chair Jaymie Bradford called the Board Meeting to order at 12:02 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101. Chair Bradford then called roll to determine which Directors were present on the teleconference:

Chair Bradford – Present
Director Lai – Present
Director Kim – Present
Director Farwell – Absent
Director Cota – Present
Director Gattas – Present
Director Jacobson - Present

All Directors were present except Director Farwell. Chair Bradford noted that all votes taken during this meeting would be recorded via roll-call vote.

Chair Bradford then noted that after today’s Agenda was posted, staff received information that impacted Sales & Marketing Agenda items (3.E.1) and (3.E.2). Further inquiry is required regarding these items. Chair Bradford requested a motion to remove items (3.E.1) and (3.E.2) from consideration on the Agenda.

Directors Lai and Gattas moved and seconded, respectively, to remove items (3.E.1) and (3.E.2) from consideration on the Agenda.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim –Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

- 2. Non-Agenda Public Comment – None**
- 3. Board Committee Reports and Board Action Items:**

Consent Agenda:

- A. Approval of Minutes of Board Meetings of April 20, 2020 and April 23, 2020.**

Directors Lai and Cota moved and seconded, respectively, to approve the Consent Agenda set forth hereinabove.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim –Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

Action Item(s):

- B. Acceptance of March, April and May Financial Reports from Chief Financial Officer**

Directors Jacobson and Gattas moved and seconded, respectively, to accept the March, April and May Financial Reports from Chief Financial Officer

**Chair Bradford – Aye
Director Lai – Aye
Director Kim –Aye
Director Farwell – Absent
Director Cota – Aye**

**Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

C. Budget Committee (Carol Kim)

(1) Authorization to Approve Third Revised Fiscal Year 2021 Budget

In response to an inquiry from Director Jacobson, Ms. Mattix noted that this is the third iteration of the Budget and the second revised version of the Budget.

Directors Kim and Cota moved and seconded, respectively, to approve the Second Revised Fiscal Year 2021 Budget.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim –Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

(2) Authorization to Approve FedEx Revenue Contract Extension

Directors Kim and Lai moved and seconded, respectively, to approve the FedEx Revenue Contract Extension.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim –Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

(3) Authorization to Extend Waste Management Contract

Directors Kim and Cota moved and seconded, respectively, to approve the extension of the Waste Management Contract for a six month period, on a month-to-month basis, through December, 2020.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim – Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

D. Audit Committee (Xema Jacobson)

(1) Authorization to Accept Money Purchase Pension Plan Audited Financial Report for the Plan Year Ended December 31, 2019

Directors Kim and Lai moved and seconded, respectively, to Accept Money Purchase Pension Plan Audited Financial Report for the Plan Year Ended December 31, 2019.

**Chair Bradford – Aye
Director Lai – Aye
Director Kim – Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6 NAYS: 0 ABSTENTIONS: 0

E. Sales & Marketing Committee (Elvin Lai) – Director Lai welcomed Julie Coker, the incoming President & CEO of the San Diego Tourism Authority.

Ms. Coker provided an update of the status of leisure market activities noting that a press conference will be held to roll-out the new travel campaign (“Stay-Diego”) to bring leisure customers back to the city. She provided details regarding the components of the campaign as well as the cities that will be airing the commercials.

Ms. Coker also addressed event cancellations in 2020 and SDTA’s focus on retaining customers in 2021.

Mr. Mikschl provided an update on short-term sales. He indicated there is not much activity over the next six months. The team is focusing on filling holes in and around the first six months of next year. The team is working with local events that have cancelled this year and are attempting to find time on the schedule in the first quarter of next year. The sales team is also prioritizing finding room for larger events on the calendar that will maximize room nights and drive revenue for the destination. The team's overall goal is to attempt to retain as much business as possible.

4. Chair's Report (Chair Jaymie Bradford):

- Chair Bradford discussed the Chamber's "All our Talent" initiative and its focus on recruiting women to serve on Boards and Commissions.
- Chair Bradford requested that Directors review their on-line biographies (SDCCC site) and forward any revisions or updates to staff.
- There is no July Board meeting. The next Board meeting is scheduled for August 25, 2020.

5. President's Report (Rip Rippetoe) – Mr. Rippetoe reported on the following items:

- Updated the Board on how the Corporation's staffing levels have been impacted/reduced by the COVID pandemic and subsequent reduction in business.
- Discussed the number of overall staff lay-offs and required furloughs
- Welcomed Julie Coker to San Diego as the newly appointed SDTA President & CEO.
- Noted the number of total event cancellations through the end of the year.
- Provided an update regarding the retirement plan transition which should be completed by September 1, 2020.
- Noted that he will be attending the virtual IAVM conference next week and he will be inducted as the 20-21 Chair of IAVM.
- Andy Mikschl has taken the reigns of Business Development with Kirsten Olsen's departure. Cory Albright, Procurement Director, will be assisting Andy with negotiations of new projects. The phase II of the digital signage installation is underway.
- Mr. Rippetoe also discussed shelter operations and potential re-opening plans.
- Comic-Con is a virtual event this year.

6. Board Comment [Govt. Code § 54954.2(a)(2)] – Director Jacobson welcomed Ms. Coker and she thanked the staff for their continued efforts during this difficult time. She also requested additional information regarding the IAVM swearing-in ceremony. Director Cota reported that the retirement plan transition will begin in July

7. Closed Session Cont.: The Board entered into closed session at 12:53 p.m. to discuss:

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

B. CONFERENCE WITH LABOR NEGOTIATORS

Government Code Section 54957.6

Agency Representatives: Compensation Ad Hoc Committee of the Board

Unrepresented Employee: President & CEO

The Board returned to open session at 12:59 p.m.

Reporting out of closed session, General Counsel Lyon stated that the Board discussed items “7A” and “7B.” Direction was given but no reportable action was taken.

3. Additional Board Action Items:

F. Ad Hoc Compensation Committee (Xema Jacobson)

- (1) Authorization to Approve of a Resolution of the San Diego Convention Center Corporation, Inc. Approving the Second Amendment to the Amended and Restated Employment Agreement to Extend the Time to Negotiate Future Compensation with the President & CEO**

Directors Jacobson and Lai moved and seconded, respectively, to Authorize Approval of Resolution (20-2003) of the San Diego Convention Center Corporation, Inc. Approving the Second Amendment to the Amended and Restated Employment Agreement to Extend the Time to Negotiate Future Compensation with the President & CEO:

**Chair Bradford – Aye
Director Lai – Aye
Director Kim – Aye
Director Farwell – Absent
Director Cota – Aye
Director Gattas – Aye
Director Jacobson - Aye**

Vote: Unanimous

AYES: 6

NAYS: 0

ABSTENTIONS: 0

There being no further business, the meeting adjourned at 1:01 p.m.

CERTIFICATION

I, Allan Farwell, Secretary of the Board of Directors of the San Diego Convention Center Corporation, Inc., do hereby certify that the foregoing is a true and correct copy of the minutes of the business transacted by the Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on June 23, 2020 and that said minutes were approved by the Board of Directors on, August 4, 2020.

[Minutes approved at the August 4, 2020 Board Meeting]
Allan Farwell, Secretary