

HUMBOLDT LODGING ALLIANCE

MEETING OF THE BOARD OF DIRECTORS
WEDNESDAY, MAY 23, 2012, 2:00 TO 4:00 PM
AT THE VICTORIAN INN (CONFERENCE ROOM)
400 OCEAN AVENUE, FERNDALE, CALIFORNIA

Agenda

*Document enclosed

1. Welcome and introductions

HLA board members—please provide a brief background of your lodging business.

2. Nomination and selection of HLA board officers (Action Item)

The HLA bylaws state that the board shall elect the following officers: Chair, Chair-elect, Vice-chair, and Secretary-Treasurer. Board members may nominate themselves or others to fill these offices, and may also propose an entire slate of officers for the board's approval. Upon election the board chair, if present, will preside over the board meeting.

3. Nomination and approval of the HLA executive committee (Action Item)

The above officers automatically become members of the executive committee, which may also include up to three members-at-large. Board members may nominate themselves or others to serve on the executive committee, subject to the board's approval.

4. Scheduling of regular board and executive committee meetings (Action item)

The HLA bylaws require a minimum of four board meetings annually. Staff recommends that these meetings be held on the fourth Wednesday of February, May, August and November so as not to conflict with board meetings of the Humboldt County Convention & Visitors Bureau. Staff further recommends that the executive committee meets monthly on the first Wednesday, again so as not to conflict with HCCCB committee meetings.

5. Choice of bank for HLA business (Action Item)

The Humboldt Lodging Alliance needs a bank account or accounts to receive assessment revenues from the cities and the county; to disburse funds for district purposes, and to accumulate funds for contingency and long-term projects. Staff recommends Redwood Capital Bank as the only local commercial bank, and one which has proven highly satisfactory to the HCCVB for the above purposes.

6. Choice of insurance agent for HLA business (Action Item)

In addition to the commercial liability coverage required by the County of Humboldt operating agreement, the Humboldt Lodging Alliance will also require directors & officers (D&O) insurance and other coverage as directed by the board. Staff recommends George Peterson & Associates, producing agent Larney Ford, as a reputable firm that has provided good service to HCCVB and which has diligently shopped for the best available rates.

7. Choice of HLA accounting and tax firm (Action Item)

An accounting firm is required to process HLA disbursements (staff will not have check writing authority) and to produce monthly and annual financial statements for the executive committee and board of directors. Furthermore, quarterly and annual tax returns for the 501c6 nonprofit corporation need to be prepared. Payroll services are not required as all staffing shall be through the HCCVB. The firm of Cunningham, Malone & Morton, enrolled agents, has been providing these services to HCCVB for six years with excellent results and a good understanding of the needs of our type of agency. Staff highly recommends them.

8. Approval of the HLA/Humboldt County operating agreement* (Action Item)

The enclosed agreement prepared by the County specifies the responsibilities of the Humboldt Lodging Alliance relative to the Humboldt County Tourism Business Improvement District. Essentially, these are to carry out the Management District Plan, and to indemnify the County of any risk associated with the district. Staff, with input from the HCCVB Executive Committee, has reviewed the agreement and recommends approval. *The HCTBID cannot be implemented without an operating agreement in place.*

9. Review of HLA/HCCVB management agreement* (Informational Item)

A draft management agreement between the Humboldt Lodging Alliance and the Humboldt County Convention & Visitors Bureau is enclosed. As specified in the HLA bylaws, HCCVB will be the agent for HLA, both for administrative purposes and for carrying out the marketing plan. A final draft of this agreement should be approved by both boards by July 1.

10. Scheduling of HLA board planning retreat (Action Item)

A goal that was identified early on by the steering committee was to hold a board retreat soon after the approval of the HCTBID to establish priorities and provide direction to developing the marketing plan. This retreat would be a full-day meeting in an environment conducive to creativity and teamwork. Staff recommends the use of a professional facilitator (see next item).

11. Approval of SMG Marketing Plan Proposal* (Action Item)

Staff highly recommends that the Humboldt Lodging Alliance begins its efforts on a solid base of market research. Enclosed is a proposal from Strategic Marketing Group to develop a program of research and development that will result in a cutting-edge marketing plan for Humboldt County. Note: staff has requested that SMG add a consumer research element to the proposal, one that will gather Humboldt-specific information from current and potential customers. SMG has included facilitation of the board planning retreat in its proposal. Staff recommends approval of this proposal with the costs shared between HLA and HCCVB.

12. Board education on the Brown Act* (Action Item)

HLA board and committee meetings are subject to the Ralph M. Brown Act. A handout gleaned from the City of San Diego is enclosed, but staff suggests that a more formal Brown Act education session is advisable and seeks direction to schedule one, perhaps with the assistance of a city or county attorney.

13. HLA budgeting procedure and schedule (Informational Item)

Staff will present a broad outline of budgeting policy and schedule, and will seek board input on this process.