

Agenda Item 4.a

MINUTES

**SAN DIEGO CONVENTION CENTER CORPORATION
THE BOARD OF DIRECTORS**

BOARD MEETING OF SEPTEMBER 25, 2009

BOARD MEMBERS PRESENT: Chair Chris Cramer, Vice-Chair Bob Nelson and Directors Cheryl Kendrick, Alexis Gutierrez (via telephone), Nikki Clay, Bryan Min and Mick Musella

BOARD MEMBERS ABSENT: Director Duke Sobek

STAFF PRESENT: Carol Wallace, Theresa McAteer and Pat Evans (Recorder)

ALSO PRESENT: Don Telford, Perry Dealy, Joe Ergastolo, and John L'Estrange

1. CALL TO ORDER

Chair Chris Cramer called the meeting to order at 8:38 a.m. in the Executive Boardroom, 111 West Harbor Drive, San Diego, California.

2. COMMENTS FROM THE AUDIENCE – None

3. PRESENTATIONS

a. Employees of the Month

Raquel Rosas, Security Services Representative (June) was presented by Debbie Timan, Security/Guest Services Manager

Dana Olson, Sales Administrative Assistant (August) was presented by Maureen Eberle, Associate V.P. – Sales

4. Action Items

a. Approval of minutes of Board Meeting of July 24, 2009

Directors Nelson and Kendrick moved and seconded, respectively, approval of minutes of the July 24, 2009 Board Meeting. Vote:

AYES: 4

NAYS: 0

5. **Closed Session:** At 8:43 a.m., the meeting entered into closed session to discuss:

a. **Conference with Legal Counsel – Existing Litigation [Govt. Code § 54956.9(8)]**

United National Maintenance, Inc. V. SDCCC – Case No. 07-CV-2172 BEN
U.S. District Court, Southern District, California

b. **Conference with Real Property Negotiator [Govt. Code § 54956.8]**

Property: Approximately 221,000 square feet of tideland area leased to Fifth Avenue Landing, LLC; approximately 86,000 square feet of land comprising the northerly portion of the tideland area and the adjacent District-owned roadway, all bayward of the San Diego Convention Center.

Negotiating Parties: Carol Wallace, President & CEO
San Diego Convention Center Corporation

Unified Port of San Diego

Under Negotiation: Instruction to Negotiator will concern price and terms of payment.

c. **Public Employee Performance Evaluation [Govt. Code §54957]**

Title: President & CEO

There being no action taken that required disclosure, the meeting reconvened at 10:25 a.m.

6. **Reports**

a. **San Diego Theatres**

Don Telford reported on the following:

- The SDT Board approved a five-year Collective Bargaining Agreement with the Carpenters Local 721 at their August 24 Board Meeting.
- The Balboa Theatre Foundation had to reschedule their inaugural organ concert from September 23 to September 26, 2009 due to a system malfunction.
- The City Council will consider entering into an Exclusive Negotiating Agreement with Gerding Edlen regarding the Civic Center redevelopment on October 11, 2009. The SDT Board will support moving forward with that Agreement.
- Construction on the Balboa 4th floor build-out has begun.
- Representatives from SDT will be meeting with the Mayor's office and CCDC to discuss on-going funding.

- b. **Mayor's Citizen Task Force** – Bob Nelson reported that the Task Force's final report has been presented to the Mayor and the Mayor is meeting with primary stakeholders regarding funding. Although there is no organized opposition or support for the proposed Expansion, both the Chamber of Commerce and the Downtown Partnership have indicated their respective organizations support the project. HMA would also like to put together a coalition to examine potential funding.
- c. **OSP** – Chair Nelson reported that on a going-forward basis, OSP will be following a two-track communication process whereby SDCCC will work with the Mayor's office regarding communication protocols with the news media. Essentially, the Mayor's office is now taking the lead in the expansion communication strategy.
- d. **Sales & Marketing** – Sandra Moreno, Executive VP of Sales & Marketing, reported on ROI figures relating to ASAE and noted that 1 billion dollars in bookings over a five-year period are directly attributable to the event. The report has been presented to the TMD and the City Council will also be given an update. Ms. Moreno also discussed "*SDCCC FY10 When Times Get Tough*" – a compilation of investment initiatives by SDCCC to assist our industry partners during this economic downturn.
- e. **Pension** – The Pension Report is deferred until the October meeting.
- f. **Audit Committee** - Chair Clay reported on the following:
- The following recommendations relating to the Performance Audit will be implemented by next month:
 - (1) The issue of amending the Corporate Bylaws has been referred to the Executive Committee;
 - (2) A new policy regarding Board Member meeting attendance has been drafted;
 - (3) Minutes will be taken at all Committee Meetings;
 - (4) A new fraud policy has been established;
 - (5) Information regarding the *Maryland Standards of Excellence* will be included during Corporate employee orientation sessions;
 - (6) The revisions to the Employee Handbook are completed and will be forwarded to the full Board for approval;
 - (7) A revised Audit Committee Charter will be forwarded to the Executive Committee for recommendation of Board approval;
 - (8) General Counsel will review Form 700 Conflict of Interest Disclosure Statements submitted by Board Members and Employee Travel Expense statements to ensure they conform with Corporate policy; and
 - (9) SDCCC's Auditors will be meeting with the Audit Committee in October and Board Members are invited to attend the meeting. Chair Clay has compiled a list of questions for the Auditors and will forward them to the Board.

g. President's Report

Carol Wallace referred the Board to the written President's report and further noted that Board Link security is being upgraded. The upgrade will entail Board Members submitting individual passwords to the IT Department.

h. Chair's Report

Chair Cramer reported on the following:

- Chair Cramer designated the Members of the Nominating Committee for 2009 (Chris Cramer, Chair; Alexis Gutierrez and Duke Sobek) and indicated the election of officers will occur at the SDCCC Board Meeting of November 17, 2009. The Committee will be meeting prior to November 10, 2009 and Board Members are requested to direct nominations to Chair Cramer. The Committee will be acting in accordance with the dictates to the newly revised Policy 518 regarding Election of Officers and Committee Appointments.
- The date of the Board Mixer is still being determined.

6. Directors' Comments – None.

7. Urgent Non-Agenda Items (must meet the requirements of Government Code, Section 54954.2) –
None

CERTIFICATION

I, Robert Nelson, Vice-Chair of 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 September 25, 2009 and that said minutes were approved by the Board of Directors on October 30, 2009.



Robert Nelson
Vice-Chair