

**DULUTH ENTERTAINMENT AND CONVENTION CENTER AUTHORITY
REGULAR BOARD MEETING**

April 28, 2021

A Regular Board Meeting was held Wednesday, April 28th, 2021 via Zoom.

Board Members Present: Chair Pat Mullen, Vice Chair Lynne Williams, Don Ness, Peter Singler, Laura Mullen, Bill Nelson, Matt Baumgartner, Martha Bremer, Carrie Heffernan, Roz Randorf

Board Members Absent: Secretary Mary Finnegan

DECC Staff Present: Roger Reinert, Renae Matt, Caty Kaups, Jeff Stark, Steve Rankila, Mary Sullivan, Sue Ellen Moore

Others Present: Brandon VanWaeyenberghe – DSSO, Noah Schuchman – City of Duluth, Steve Hanke – City of Duluth, Members of the Public, Media

CALL TO ORDER and QUORUM: P. Mullen called the meeting to order at 11:30 AM. A quorum of directors was present.

An announcement was made that the order of business may be adjusted in order to allow time for a guest, Brandon VanWaeyenberghe from the Duluth Superior Symphony Orchestra. The regular order of business would resume following the presentation.

L. Mullen joined at 11:32 AM.

MOTION: Nelson made a motion to approve the agenda with the potential changes and Bremer seconded. The agenda was approved unanimously.

Singler joined at 11:32 AM.

MOTION: Randorf made a motion to approve the meeting minutes from the regular meeting on March 31, 2021. Nelson seconded. The minutes were approved unanimously.

MOTION: A motion was requested to approve the March 2021 check run. Baumgartner made the motion and Bremer seconded. The motion passed unanimously.

Executive Director Report

The Board was updated on recent events and leasing space extensions for ongoing events. An overview was given on plans for the upcoming 2021 Grandma's Marathon and it was mentioned that Shane Bauer has been invited to the May board meeting to provide an update.

The Board was notified of several updates, including the DECC application being submitted for the Shuttered Venue Operator Grant on April 26. It was announced that the William A. Irvin will soon be opening for the summer season. Additionally, contracts that are expiring soon are being reviewed and renegotiated, including Vista Fleet, Terch & Associates, and the Duluth Superior Symphony Orchestra.

The Board was presented with a Phased Reopening Plan that had been prepared by staff at the request of the Executive Committee. This plan had previously been presented to the Finance Committee. It was noted that this plan did not need board approval.

Heffernan joined at 11:40 AM.

The Board took some time to discuss the William A. Irvin and the Phased Reopening Plan.

An update was given on recent cruising discussions and the expectations from the Cruising Coalition for the DECC. Schuchman gave a more detailed overview of what is being asked of the DECC. A concern regarding the financial liability was presented and the Board requested to receive, in writing, an assurance that the DECC would not be responsible for any capital costs to build out the facility space prior to the Board being asked to vote for approval to move forward.

It was suggested to hold a special meeting on May 12 to tour the proposed space and discuss this project in more detail. Board members were asked to send questions they may have regarding the cruising project to the Board Chair or Interim Executive Director within the next week so their questions and concerns can be addressed at this special meeting.

Committee Reports

Executive: The Executive Committee reported that they have been working with the different committees and their chairs regarding the Phased Reopening Plan, the framework for the Finance Committee, the search for an Executive Director, and the drafted strategic plan.

Finance: The Finance Committee presented action items to approve recent finance reports. It was noted that there were no issues with the February financials during the March meeting but there no action had been taken.

MOTION: Nelson made a motion to approve the February 2021 Finance Report presented at the March meeting. Singler seconded and the February 2021 Finance Report was approved.

An overview was given on the March 2021 financials.

MOTION: Randorf made a motion to approve the March 2021 Finance Report. Bremer seconded and it was approved.

Additionally, it was reported that the Finance Committee has been reviewing past practices, looking at forecasting for the future, and working with the DECC team to recognize unique streams of revenue. They plan to continue working on items including debt and organizational structures.

The Board was reminded to not lose track of the unemployment liability and the repayment agreement with MN Power. It was also suggested to include key stakeholders for feedback at the appropriate time surrounding debt structures, capital investments, and renovation needs.

Governance: The Governance Committee reported that the proposed legislative language changes will go before the floor of the House on April 29 as a stand-alone vote. The changes will then go to the Senate floor.

The committee reminded the Board that they sent a survey to gather skills and experiences of current board members and collect input on which skills board members feel could be beneficial for future board members to have. An overview of the survey results was given. The Board took some time to clarify that this information will simply be shared with the Mayor to provide helpful insight when considering new appointments.

The Committee gave an overview of the proposed Public Use of Space Policy. It was mentioned that a policy such as this had been requested by the Board at a meeting prior to the pandemic.

MOTION: Singler made a motion to approve the Public Use of Space Policy. Ness seconded and the policy was approved unanimously.

The committee gave an overview of the proposed Data Practices Policies, noting that the DECC is bound to this practice as a public authority. This policy simply outlines the procedures that should be taken when a request is made. It was also suggested to have the Board hold a data practices 101 session for board members to learn more about the process.

MOTION: Ness made a motion to approve the Data Practices Policies for Public and Data Subjects. Singler seconded and the policies were approved unanimously.

The Governance Committee mentioned they are continuing to work on board governance 101 as well as the procedures of onboarding and offboarding members.

Personnel: The Personnel Committee reported they are bringing forth policies that were shared with the full board at the March meeting. They are now recommending a board vote. An overview of the Mobile Phone Reimbursement Policy was given. The board took some time to discuss the current process and how this new policy would affect the DECC's financial obligations and potential liabilities.

There was a question regarding whether or not the DECC would be liable for future actions taken on a cell phone if the phone is currently owned by the DECC, but is signed over to an employee to become their personal property. Steve Hanke, Attorney with the City of Duluth, stated that there wouldn't be any liability for the DECC, but an acknowledgement form should be signed by the employee that is taking possession of the phone.

MOTION: Williams made a motion to approve the Mobile Phone Reimbursement Policy. Randorf and Baumgartner both seconded and the policy was approved unanimously.

An overview was given on the proposed Electronic Systems Usage Policy and the importance of having a policy in place to limit the DECC's liability and to clarify the expectations for staff that are using electronic devices owned by the DECC. It was noted that the political activity should be 'as deemed by the DECC' since employees need to work with events of a political nature.

MOTION: L. Mullen made a motion to approve the Electronic Systems Usage Policy. Williams seconded and the policy was approved unanimously.

It was noted that the committee's next agenda items will be reviewing recommendations from Terch & Associates regarding the DECC's hiring and rehiring procedures.

It was announced that the order of business would now be altered to allow for the guest presenter.

New Business

Updates from Brandon VanWaeyenberghe – DSSO Executive Director: A presentation was given to the Board regarding the partnership history of the Duluth Superior Symphony Orchestra and the DECC, a recap of the DSSO's 2020-2021 season, their upcoming contract expiration, and the vision the DSSO has for future seasons.

Several suggestions were made to negotiate in the new rental agreement including a five-year term, potential office space, expansion of ADA and wheelchair seating, and LED lights installed for the stage. A request was also made to review the ticket sales process and approve allowing the DSSO to install a five-camera system in Symphony Hall, which would also be a tool other Symphony Hall events could use. Finally, the DECC Board was invited to the DSSO's final concert of the season which will be held May 8.

It was noted that the agreement with the DSSO does not require board action or approval. A decision was made for Reinert to work with VanWaeyenberghe to negotiate a new agreement and Reinert would work with the Executive Committee to keep them updated as the agreement was being negotiated.

Committee Reports, continued

Executive Director Search: The Executive Director Search Committee extended a thank you to the committee, both board and community members, for dedicating their time to the search. It was announced that the Orion Search Group has presented the committee with the first round of candidates. The board was notified that they can expect an update in mid-late May regarding the next steps.

There was discussion surrounding the special board meeting date and board members were asked to hold May 12th and May 19th as potential options and an update would be sent later with more details.

Strategic Planning: The Strategic Planning Committee presented a drafted strategic plan. It was noted that they intend to request board support in May to use this plan to work with new Executive Director, once selected. The committee would work with the Executive Director to bring a finished and final plan to the full board in September.

The board was presented with an overview of the proposed mission and vision. It was announced that the committee may send a survey to get input from board members regarding their thoughts on the direction of the mission and vision statements.

Old Business

No old business.

New Business, continued

Extension of Resolution Temporarily Suspending Outside Catering Ban: It was noted that in July 2020 the board voted that an existing policy, dated July 27, 1992, which banned outside catering be suspended until April 1, 2021. This would allow the DECC to utilize outside catering vendors

during the pandemic. As part of the DECC's Phased Reopening Plan, the board is being asked to extend the suspension until December 31, 2021.

Board members asked for clarification regarding the catering options. It was suggested that DECC staff be able to decide when it was best to have outside vendors or internal catering options for each individual event. It was noted that the staff is already thinking these options through, but this extended suspension would allow for outside vendors when needed.

MOTION: L. Mullen made a motion to approve an amendment of Resolution 2020-03 by extending the effective date to December 31, 2021. Baumgartner seconded and the Resolution amendment was approved unanimously.

The Board was updated that the Executive Committee has been reviewing parking procedures. It was noted that they may form a team or committee to review potential options in more detail.

ADJOURNMENT: A motion was requested to adjourn. Singler made the motion and L. Mullen seconded. The meeting adjourned at 1:08 PM.

Upcoming Meetings

The next regular meeting will be held May 26, 2021 at 11:30 AM at the DECC.

Minutes reported by Renae Matt, Executive Assistant.

Submitted by:

Patrick Mullen, Chair

Mary Finnegan, Secretary