**Transylvania County Tourism Development Authority (TCTDA)**

**Board Meeting Minutes**

**This meeting occurred via the Zoom electronic meetings platform at the following time and date: January 6, 2022 8:30 am**

# Call to Order

# Welcome

* Dee Dee Perkins, Isaac Allen and Layton Parker arrived prior to the meeting start time at 8:30 AM.
* Aaron Baker joined at 8:31 AM.
* Paulette Todd joined at 8:32 AM.
* Ali Lien joined 8:33 AM
* Jessica Whitmire joined 8:33 AM.
* Libby Freeman joined 8:33 AM.
* Layton Parker called the meeting to order at 8:34 AM.
* Layton began the meeting by acknowledging and welcoming the newly appointed members of the Board: Isaac Allen and Paulette Todd.

Prior to the beginning of official business, each member of the Board introduced themselves, as well as supporting members from Transylvania County Government and the Brevard/Transylvania Chamber of Commerce.

Two members of the public were present for the meeting.

# Appointment of Officers

Chairman Parker gave an overview of the officers for the current year, the membership of the officers was recently amended by the new County Resolution.

1. Chair Layton Parker appointed by Transylvania County Board of Commissioners 9-13-21
2. Vice Chair Dee Dee Perkins appointed by Chair Layton Parker 12-30-21

# Agenda Modifications

8:43 AM Chairman Parker inquired of the Board if there were any changes to be made to the proposed agenda. There were none made by the membership. Aaron Baker offered a correction to the agenda that the date of appointment for Layton Parker as listed was 2021. This correction was accepted and the agenda was agreed to by the board.

# Consent Agenda

1. Minutes
   1. Dee Dee Perkins made a recommendation to finish the last sentence under new business, which appeared to be incomplete.
   2. Layton moved to approve with the corrections, with a second from Ali Lien. The motion passed unanimously.

# Presentations

# Financial Reports – Finance Officer

* 1. Jonathan presented financial reports.
  2. Aaron Baker asked several questions concerning the fund balance policy for the Authority, and whether or not the current fund balance level was in keeping with the Boards’ policies. The Board had a general conversation about revisiting fund balance policy in the future, as well as historical discussions of fund balance levels and policies.

# Office / Staff Report – Clark Lovelace

* Clark gave an update regarding ongoing conversations with Chris Cavanaugh concerning discussions planned strategic plan and marketing study. The consensus was to have Chris speak with the Marketing Committee first and have a facilitated discussion.
* Tourism/business updates were provided by Clark concerning business changes in the community.
* There was discussion concerning the public records compliance and the explorebrevard.com email accounts. No formal action item was undertaken, but a follow-up conversation would be held with County concerning management of the existing system, which had been set up by Market Connections staff who were no longer employed with MC.

# Old Business

# There was no old business.

# New Business

1. Clerk’s Advisory Board training
   1. Consensus from Board was to move forward with receiving CAC presentation via e-mail, review between meetings and revisit with Board at a future meeting. No action was taken.
2. County Resolution #35-2021 Presentation and discussion
   1. Jonathan provide an overview of the resolution.
3. Development and approval for release of RFQ for TCTDA Support Services
   1. Layton provided a brief overview of the process so far, the two options that are before the Tourism Authority Board regarding staff and a history of the discussions from February 2021 to current, related the structural discussion and the RFQ process and then opened the floor to general questions:
      1. Aaron Baker asked for clarification for timing related to the Chamber of Commerce contract. Layton answered that as of the August 2021 meeting, the Chamber had indicated they wanted to move forward with its own director. The current contract expires on June 30th, 2021.
      2. Aaron asked for clarification regarding the financial requirements of the RFQ. Layton and Jonathan provided responses that part of the process would be for ascertaining the financial state of an organization.
      3. Layton clarified that the Chair and Vice Chair would move forward with finalizing the RFQ with the County Finance Office and issue prior to the next meeting.
4. Requirement to Adopt Rules of Procedures to govern meetings
   1. Layton introduced this item and shared that County staff have shared a draft document from the Commissioners as well as the UNC School of Government, and asked for consent of the Board to bring back a final rules of procedures at a future meeting and asked for any feedback. There was no feedback or objections from the Board.
5. Requirement to Adopt Written Code of Ethics for Directors
   1. Layton introduced this item and shared that County staff have shared a draft document from the Commissioners as well as the UNC School of Government, and asked for consent of the Board to bring back a final draft document for consideration at a future meeting.
   2. Dee Dee asked if it would be helpful to have additional assistance from the Authority Board, Layton said he would be happy to have assistance. He reiterated for the Board’s consideration that there were
   3. Aaron Baker asked a question concerning whether it would be worthwhile to route the review of these documents through an attorney as well. After discussion, there was a consensus without objection to get legal assistance with the review of these documents.
6. Resolution #1-2022 to set a routine meeting schedule for the rest of the year
   1. Layton asked the document to displayed and shared electronically during the meeting, so that the Authority Board could review the document live prior to adoption and asked for any feedback from the Board.
   2. Dee Dee moved to approve the resolution, Aaron Baker seconded the motion to approve the resolution 9:56 AM and the Board approved the motion unanimously.
7. Resolution #2-2022 to establish a Marketing committee
   1. Layton introduced this item and reviewed the process established by the County resolution to establish individual committees via resolution. For discussion, the first one reviewed
   2. Aaron Baker requested a change to the committee to adjust the language to make the marketing agency more vague, rather than specifying the specific firm currently used.
   3. Dee Dee moved to approve the resolution, Aaron Baker seconded the motion to approve the resolution 10:02 AM and the Board approved the motion unanimously.
8. Resolution #3-2022 to establish a Destination Infrastructure committee
   1. Layton introduced this item for consideration by the board.
   2. Aaron asked for clarification about the number of members varying across each committee, Layton described the existing process and that the intent of the resolution was to simply reaffirm existing operations.
   3. Clark from the Chamber of Commerce asked for clarification concerning the scope of resolution.
   4. Aaron made a motion to adopt 3-2022 as written, Dee Dee Perkins seconded. The motion passed with unanimous consent of the Board.
9. Resolution #4-2022 to establish a Transylvania Always Committee
   1. Layton Parker introduced this item ,which was displayed electronically for the membership.
   2. Aaron Baker requested a change to change the second component of the scope to simply read “coordinate sustainability projects”, Dee Dee suggested the document would benefit for future members if that language was included that was more specific.
   3. Corey Gafnea from the Chamber noted there was a typographical error in the resolution concerning how many members would serve. After discussion concerning the appropriate numbers, there was a consensus from the Board that the correct number of members would be six members.
   4. Layton requested a motion the resolution be adopted with 3 board members and 3 community members, Dee Dee moved to accept the resolution with those corrections, which was seconded by Aaron Baker.
10. Resolution #5-2022 to establish a Finance Committee
    1. Layton introduced this member, and explained the difference in this membership from prior resolutions and proposed it for consideration.
    2. Dee Dee moved to accept resolution, Libby Freeman seconded. It passed by unanimous consent.,
11. Resolution #6-2022 to establish a Grant Committee
    1. Layton Parker introduced the motion to approve resolution 6-2022.
    2. Aaron moved to approve, Dee Dee seconded

# Appointments

1. Ecusta Trail Advisory Board
   1. Layton introduced this item and briefed the Board that the City of Brevard has created a formal advisory board for the Ecusta Trail, and has requested for “Director or Designee.” Layton noted the Clark Lovelace has agreed to serve on behalf of the Tourism Authority Board. Aaron Baker moved to appoint Clark Lovelace as the representative, which was seconded by Dee Dee Perkins and so moved unanimously by the board.
2. TCTDA Committee Appointment(s)
   1. Layton introduced this item and gave a review of the process for appointing individuals to serve on boards that are organized by the TCTDA or have requested TCTDA members. This was item discussed at a prior meeting.
   2. The first item of discussion was the TCTDA appointment to the Economic Alliance Board of Directors. Layton requested a motion to appoint Mike Hawkins to the Economic Alliance Board, so moved by Dee Dee Perkins and seconded by Aaron Baker and agreed to unanimously.
   3. Layton requested that Dee Dee, as Chair of Marketing, serve as one of the members. Isaac Allen volunteered to serve as the second board member on the Marketing Committee. Libby Freeman moved, seconded by Dee Dee Perkins, unanimous.
   4. Layton introduced Destination Infrastructure, Dee Dee Perkins agreed to continue serving as chair and Layton asked if any other members volunteered. Clark reminded the Board that the original intent was that the City and County representatives serve on this committee. There was open discussion concerning which members of the board were willing to serve on committees, given time constraints. Aaron moved to approve the membership in writing for the Infrastructure committee.
   5. Layton introduced a discussion for Transylvania Always. Ali Lien was interested in staying on the Always committee as a TDA Board member, and some discussion was had about potential citizen appointees.
   6. Layton introduced a discussion concerning the Finance Committee and noted that typically those members overlapped and asked for volunteers towards finance. Chairman Parker, Isaac Allen and Libby Freeman volunteered to serve on Finance as the TDA board members. Dee Dee moved to approve the volunteers by motion, seconded by Isaac, no further discussion and unanimously approved by the Board.
   7. Layton introduced a discussion concerning the Grant Committee, and Libby volunteered to serve. Paulette expressed interest in serving,. So moved by Aaron and Libby

# Public Comment

There were no members of the public present at 10:44 AM.

# Upcoming Meetings

# Chairman Parker noted that there will a regularly scheduled meeting via Zoom on January 27th.

February meeting will be a strategic planning retreat and regularly scheduled meeting 8:30 AM to 2:30 am. Chairman Parker disclosed that the venue has not been determined at this time. There was discussion about the appropriate venue for a meeting of this many people, with no decision made.

# Meeting Adjourn

Libby moved to adjourn the meeting at 10:50 AM, seconded by Chairman Parker. All members of the Board of Directors left the meeting venue by 10:53 AM.

**TCTDA Mission Statement -** *To generate and enhance tourism opportunities in Transylvania County through strategic promotion coordinated with tourism-related businesses and local government, and to contribute to a vibrant, sustainable economy.*