



# Cloverdale Citrus Fair

## Minutes of the Board of Directors Meeting

Monday, April 11, 2022

### DIRECTOR ATTENDANCE:

Dylan Davis, President	(P)	Helen Broughton, Director	(P)	P = Present
Gary Seavey, Vice President	(P)	Sam Jones, Director	(P)	A = Absent
Laurie Kneeland, Treasurer	(P)	Midori Longo Rowlands, Director	(P)	L = Late
Ashlyn McLean, Secretary	(P)	Karl Mittelstadt, Director	(P)	
Ipolani Bovee, Director	(P)	John Yepiz, Director	(P)	

### OTHERS PRESENT:

None

### CALL TO ORDER:

Called to order at 6:04 PM by President Davis

### PLEDGE OF ALLEGIANCE:

Led by Mr. McCutchin, FFA

### INTRODUCTION OF GUESTS:

Angelica Fernandes, FFA teacher, Cloverdale High School and five students.

### PUBLIC COMMENTS:

Cloverdale High School FFA students and their teacher Angelica Fernandes thanked the Board for sponsoring them and shared their experience meeting other students, attending workshops, and receiving their chapter's charter on stage. The students also had the opportunity to talk to trade schools and colleges. Ms. Fernandes said the career expo was a large part of the event and students were able to learn about different options after high school. The Board discussed the Ambassador program with the students.

### APPROVAL OF AGENDA:

Director McLean moved to approve the agenda; Director Jones seconded the motion; the motion passed by all directors present.

## **APPROVAL OF MINUTES:**

Director McLean moved to approve the minutes from the March 14th meeting. Director Seavey seconded the motion; the motion passed by all directors present.

## **PRESIDENT'S REPORT:**

None

## **CEO REPORT:**

Citrus Fair: Preparations are on schedule. Radio begins airing today. Entries closed on Friday but are light so the deadline has been extended to April 15<sup>th</sup>. Kid Zone is moving to the back of Warner Hall. Family Rest Area and Dessert Contests will take place in the Camillia Room.

Fire & Earthquake Safety Expo: Walkthrough with the organizing team went well. Print deadline for programs and registration forms is this week.

Board Participation: CEO Keaney requested Board assistance in specific areas and feedback on the different aspects of the Fair (i.e. food, entertainment, livestock, carnival, etc.).

## **STANDING COMMITTEE REPORTS:**

### **Finance - Discussion**

- Director Kneeland, reported the following as of March 31, 2022: Petty Cash = \$200.00, Change Fund = \$200.00, ATM Change Fund of \$1040.00, Operating = \$104,976.87, and Savings = \$1,756,698.75 for a total of \$1,863,115.62.
- Director Jones moved to approve the finance report (Attachment #2). Director McLean seconded the motion; the motion passed unanimously by all directors present.
- Director McLean moved to approve the March disbursements (Attachment #3). Director Longo-Rolands seconded the motion; the motion passed unanimously by all directors present.
- Director Jones moved to approve the 2021 STOP (Attachment #4). Director Kneeland seconded the motion. The motion passed unanimously by all directors present.

### **Buildings & Grounds**

- Director Mittelstadt reported that a meeting would be scheduled with the committee and the designer. The electrical upgrades in the shop are completed. The air compressor will be ordered.

### **Bylaw and Policy**

- No report.

### **Thyme Square**

- No report. President Davis reported that CUSD Superintendent Betha MacClain is open to meeting and discussing the changing use of Washington Street.

### **BBQ/Brewfest:**

- Director Longo-Rowlands reported that the event planning is progressing nicely. A list of breweries has been contacted and a list of food vendors is being compiled. A meeting will be scheduled after the Fair.

## **FAIRTIME COMMITTEE REPORTS:**

### **Ambassador Program**

- Director Seavey reported that walk-through of the Ambassador presentation and retirement of the Queen Pageant has been scripted and is ready for rehearsal on April 19<sup>th</sup>. Review meeting to take place Thursday, April 14<sup>th</sup> at 4pm. Director Seavey also reported that the Ambassador candidates are a very impressive group.

### **Auditorium Entertainment**

- Director Broughton reported that the Diaper Derby is ready to go and that the talent show is shaping up nicely.

### **Exhibits**

- There are two major exhibitors. Chamber of Commerce display and staff sculpture will help fill the room. The 130<sup>th</sup> Anniversary display is looking good.

### **Parade**

- Director Mittelstadt reported that the LDS Church will take care of the parade line up and road closure. A meeting will take place April 12<sup>th</sup> to ensure the final plans are in place.

### **Friends of the Fair**

- John and Drew will supply the room with everything needed for two lunches in the Directors' room. Molly Seavey is handling decorations.

## **OTHER ITEMS**

**Discussion and Possible Action Regarding Board Member Recruitment** – CEO Keaney shared a Board Member Application to be used by those interested in serving on the Board, whether or not there are active openings. Director Jones moved to accept the use of the Application (Attachment #5). Director Kneeland seconded the motion and the motion was passed unanimously.

**Resignation from the Board of Directors by Ipolani Bovee** – Director Davis read the resignation letter (item of Correspondence) presented to CEO Keaney on March 23, 2022. The Board discussed the issues presented in the letter. Finding a lack of evidence to substantiate the claims, it was decided that no further action would be taken. Although the letter was mis-addressed to the CEO instead of the Board President, Director Broughton moved to accept the letter of resignation as presented. Director Jones seconded the motion and the motion passed unanimously.

In response to the letter by presented by Bovee, Director McLean read her own response letter to the Board (item of Correspondence) outlining ongoing issues and negative influence from former Board members. In an effort to provide structure to mitigate these influences, President Davis asked the Bylaws Committee to explore

the establishment and use of a “do not reappoint/do not consult” list. Davis also asked the Bylaws Committee to establish a mechanism for Board self-evaluation.

**Discussion and Possible Action Regarding Board Member Interest of Martin Vizcaino:** Martin (arriving mid meeting) addressed the Board stating he would like to withhold his interest in serving on the Board until his personal commitments enable him to fully commit to a Board position.

**Discussion and Possible Action Regarding the Lockhorn Deer –** Director Yepiz gave an overview of the Lockhorn Deer from La Hacienda and their history. The family would like to see the deer make their home in Cloverdale and be preserved and cared for. Director Yepiz stated that the decision to take the deer is not a Board decision, so no action is needed. CEO Keaney requested the Board’s input which was mostly favorable, due to the historical aspect of the deer.

With no further business, Director Yepiz moved to adjourn the meeting at 7:40 PM to Monday, May 9, 2022; seconded by Director Jones and passed unanimously.