

Blackstone Valley Tourism Council, Inc.

Board of Directors Meeting
Blackstone Valley Tourism Council
Pawtucket, RI

Minutes
November 10, 2015

Attendees:

David Balfour, Chairman
Barry Mechanic, Vice Chairman
Judy Fischbach, Treasurer
Dave Richards (by phone)
Alexander Parmenidez
Thomas Kravitz
Courtney Iannuccilli
Louis Yip

Absent:

Michael Gwynn
Mark Brodeur
Debra Fournier

Also Attending:

Robert Billington, President, BVTC
Natalie Carter, Director of Operations, BVTC
Joan Loos, BVTC Staff
Attorney Keith Fayan

1. Call to Order. Mr. Balfour called the meeting to order at 12:07 p.m.
2. Approval of Minutes from June 23, 2015. Barry Mechanic moved, Louis Yip seconded, and the minutes of the June 23, 2015 meeting were unanimously approved as presented.
3. Treasurer's Report/Review of Financial Records. Judy Fischbach reported that Patty Cerilli of Mullen Scorpio Cerelli is still working on the audit and it is going well. She should be able to present at the next Board meeting.

Judy reviewed the balance sheets and income statement as they stand but felt that adjustments will be made by the auditors. Natalie Carter explained costs related to the American Girl event and the Annual Dinner (which was attended by over 425 people). The Dragon Boat Race event was discussed. It is funded by Luke Charitable Foundation and had very high attendance this year on the Saturday of Labor Day weekend. Without the funding from Luke Charitable Foundation, the event would not happen. It was suggested that more sponsorships are needed.

Barry Mechanic moved, Thomas Kravitz seconded, and the Treasurer's Report was accepted as presented. Copies of the financials are attached.

Bob noted that Judy, Natalie and our bookkeeper, Kevin Silvia have put in an extraordinary amount of time working with the auditors and thanked them for their time and efforts.

4. Election of Officers. Barry Mechanic and Keith Fayan have been working on governance. Keith suggested that the results of the Cause and Effect study should be considered when making the infrastructure of the organization more efficient. Bob suggested that no changes to the Board be made (other than filling open positions) due to the extreme activity going on at this time with the audit, the Strategic Plan, The Polar Express and other business to be complete by December 31, 2015. In order to make the Blackstone Valley Tourism Council a leaner organization, we are trying to close by December 31 the following: Water Cruises of Rhode Island LLC company and loan, closing down the RI DOT River Access Project and closing BVTC, Inc. due to lack of utilization. Bob also recommended that no changes be made to the accounting firm at this time.

The slate of officers for 2015-2016 was presented, with a vacancy for the position of Secretary. Tom Kravitz moved and Courtney Iannuccilli seconded to approve the slate of officers as presented.

There was discussion of the duties of the Secretary. Keith explained the role of the Secretary of the Corporation. An employee of the BVTC is allowed to perform the duties of the Secretary if instructed by the elected Secretary.

Dave Richards offered his name for the position of Secretary. Tom Kravitz moved and Alex Parmenidez seconded to amend the slate of officers as originally presented to include Dave Richards for Secretary.

Tom Kravitz moved to accept the slate of officers for 2015/2016 as amended, Barry Mechanic seconded, and the motion was passed unanimously.

The Board of Directors officers for 2015/2016 (one-year term) is:

Chairman	David Balfour
Vice Chairman	Barry Mechanic
Secretary	David Richards
Treasurer	Judy Fischbach

5. Approval of the Blackstone Valley Tourism Council Strategic Plan. Barry moved to accept the Strategic Plan as presented, Tom Kravitz seconded and the Strategic Plan was accepted as presented with one opposing vote.

6. Blackstone Valley Tourism Council Employee Handbook. Bob noted that the handbook was reviewed by the auditors and by a human resources professional. Dave Richards moved to approve the Employee Handbook as presented, Tom Kravitz seconded and the Employee Handbook was unanimously approved as presented.

7. Review of Financial Records – see Treasurer’s Report

8. Consideration of New Board Members. Two candidates have been suggested to fill empty seats on the Board – Paul Palange and Dr. Joyce Koutsogiane. There was discussion regarding their qualifications, and it was noted that they have already been approached regarding their interest in being on the Board. Tom Kravitz moved to invite both candidates to join the Board of Directors, Alex Parmenidez seconded, and it was unanimously voted to invite Mr. Palange and Dr. Koutsogiane to join the BVTC Board of Directors.

9. Discussion on Staff and Board Ethics Policies. There was concern that the BVTC employee whose job it is to find and book rentals of the Visitor Center is also an event planner who could also work for the renting organization. Bob reported that we tried to keep the two activities separate but that was not working. Keith explained that this indicates a potential conflict of interest, as well as creates liability and workers' comp issues. The auditors suggested that the appearance of self-dealing should be avoided. There should be no question of who the client is dealing with. It was agreed that this employee can book rentals of the Visitor Center space as a BVTC employee but cannot be the event planner for events in the Visitor Center.

There was discussion of why the BVTC gets involved with rentals. Bob explained that renting out the Visitor Center helps keep the Visitor Center open. Barry offered to work with Bob on a cost-benefit analysis of renting the Visitor Center.

10. Other Business. Bob is on the Special Legislative Committee to Study Methods for Growing Tourism in the State of Rhode Island through coordinated Branding and Marketing Efforts. He is presenting at the meeting this Thursday at 2:00 p.m.

Bob has started an effort to complete the Blackstone Valley Bikeway and complete the Bikeway statewide. He has formed a committee that is still growing and is looking into \$25 million bond to complete work on the Bikeway in Blackstone Valley. Bob is committing \$1,000 to this group for purposes of working toward a bond submission.

11. Adjournment. Dave Richards moved to adjourn, Mr. Yip seconded and it was unanimously agreed to adjourn at 1:29 p.m.

Respectfully submitted,

Joan Loos, BVTC Staff