



Board of Directors Meeting

Thursday, November 2, 2023

2:00 p.m.

Visit Carlsbad Office: 3088 State Street #103, Carlsbad 92008

Agenda

<u>Welcome & Call to Order</u>	Stripe
<u>Self-Introductions</u>	Stripe
<u>Public Comment</u> <i>Members of the public are welcome to make comments on items on the agenda and not on the agenda.</i>	Stripe
<u>Informational Items</u>	
CEO Report July – September 2023	Sidoriak
Financial Update	Sidoriak
Emerging Market Selection	Sidoriak
<u>Action Items</u>	
1. Approval of August 22, 2023 & September 27, 2023 Meeting Minutes <i>Board members will review and consider for approval the minutes of the prior two meetings.</i>	Stripe
2. Approval of 2024 Group Incentive Program Offer <i>Board members will discuss and consider a new Group Incentive Program offer for 2024.</i>	Sidoriak
3. Adjournment	Stripe

Future meeting dates: January 25, 2024, April 25, 2024, July 25, 2024

BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting and 24 hours prior to a special meeting. Action may not be taken on items not posted on the agenda. Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Tina Burke at (760) 248-8478 at least 48 hours prior to the meeting.

NOTICE TO PUBLIC: You are welcomed and encouraged to participate in this meeting. Public comment is taken (3 minutes maximum per person) on items listed on the agenda when they are called. Public



Comment on items not listed on the agenda will be heard at the meeting as noted on the agenda. Comments on controversial items may be limited and large groups are encouraged to select one or two speakers to represent the opinion of the group. The order of Agenda items is listed for reference and may be taken in any order deemed appropriate by the Board of Directors. The Agenda provides as a general description and staff recommendations; however, the Board of Directors may take action other than what is recommended.



Special Board of Directors Meeting Minutes

Meeting Details

Date: August 22, 2023

Time: 2:00 p.m. PT

Location: Visit Carlsbad Office: 3088 State Street #103, Carlsbad, CA 92008

Attendees

Quorum confirmed with the following six members in attendance in person:

Board Members in Person

Tim Stripe, Chair

Rob Stirling, Vice Chair

Michelle Zwirek, Secretary/Treasurer

Bryan Hart, Member (arrival at 2:18 p.m.)

Yolanda Hartley, Member

Kurt Stocks, Member

Other Attendees

Kim Sidoriak, President & CEO, Visit Carlsbad

Tina Burke, Finance & Administration Manager, Visit Carlsbad

Absences

Nicole Buczek, Member

Call to Order

Meeting called to order by Chair Stripe at 2:08 p.m.

Self-Introductions

Self-introductions were omitted as all in attendance knew each other.

Public Comment

Chair Stripe called for public comments; there was none.

Action Items

1. **Approval of July 24, 2023 Meeting Minutes**

Secretary/Treasurer Zwirek presented the July 24, 2023 board meeting minutes for approval. There were no corrections.

Motion to approve the July 24, 2023 board meeting minutes was made by Kurt Stocks; seconded by Rob Stirling.



Vote: All in favor.

Motion passed.

2. Approval to Increase President/CEO Expenditure Authority

Secretary/Treasurer Zwirek explained the rationale and recommendation of the Ad Hoc Initial Financial Procedures Committee to increase the President/CEO expenditure authority from \$50,000 (as stated in her employment contract) to \$100,000 given the increase in the Visit Carlsbad budget.

Kurt Stocks asked how often this level of approval (over \$50,000) arises and Kim Sidoriak indicated it is not often and added that there is not an immediate need for this, but given the size of the budget, this is a proactive measure for efficiency.

Motion to increase the President/CEO expenditure authority for budgeted items to \$100,000 was made by Rob Stirling; seconded by Kurt Stocks.

Vote: All in favor.

Motion passed.

3. Approval for Board Chair Expenditure Authority

Secretary/Treasurer Zwirek explained the rationale and recommendation of the Ad Hoc Initial Financial Procedures Committee for giving the Board Chair expenditure authority for budgeted expenditures from \$100,000 to \$150,000 given the increase in the Visit Carlsbad budget. Any questions would come to the board and any expenditures above \$150,000 would need to be approved by the board.

Kurt Stocks asked if this is a new authority or an increase in authority. Kim Sidoriak indicated this would be a new authority given to the Board Chair.

Motion to grant expenditure authority to the Board Chair for budgeted items up to \$150,000 was made by Michelle Zwirek; seconded by Yolanda Hartley.

Vote: All in favor.

Motion passed.

4. Approval of Golf Lodging BID Expenditure Process

Secretary/Treasurer Zwirek explained the suggested CGLBID process recommended by the Ad Hoc Initial Financial Procedures Committee for the assessed properties to submit requests for reimbursement. The committee recommended that the properties submit their expenses periodically, at the



property's discretion, no more than once per month and generally not less than quarterly, to the Visit Carlsbad's Finance and Administration Manager. The Finance and Administration Manager would review expenses for compliance with the Management District Plan and for available funds to approve or deny the expense. At each Visit Carlsbad regular Board meeting, the Finance and Administration Manager would provide a report of any golf lodging disbursements paid out in the prior period and a status of collections.

Motion to approve the process for Golf Lodging Assessment expenditure reimbursement was made by Rob Stirling; seconded by Michelle Zwirek.

Vote: All in favor.

Motion passed.

5. Approval of President/CEO Goals

Chair Stripe presented the proposed performance incentive goals for the President/CEO for fiscal year 2023-2024. Chair Stripe wanted to ensure that the focus of the goals line up with the full board and CEO.

There was discussion regarding the weighting of the goals and the competitive set, and particularly regarding the bonus target based on advancement of the Visit Carlsbad 3-year strategic plan. Kurt Stocks asked how progress/advancement of the strategic plan is measured. The aim is to make the performance incentive as objective as possible. Michelle Zwirek pointed out that due to the nature of a destination marketing organization, the goals are generally not all quantitative. Tim Stripe suggested boiling down the strategic plan to 8-10 key metrics. Kim Sidoriak will communicate this to the board within a week.

Motion to approve the President/CEO goals as presented was made by Michelle Zwirek; seconded by Bryan Hart.

Vote: All in favor.

Motion passed.

6. Approval of Supplemental funds for Sales & Marketing

Kim Sidoriak presented a plan for sales and marketing expenditures of approximately \$1.8 million in addition to the Management District Plan budget for fiscal year 2023-2024. It was further explained that even after an additional \$1.8 million spend, there is still an anticipated \$2.2 million surplus on June 30, 2024. The Visit Carlsbad Board has the authority to change the Management District Plan budget allocation categories by no more than 20% of the total budget. A reallocation might be considered in April 2024 based on any projected surplus funds at that time.



There was some discussion on possibly increasing expenditures for the international market which will be further considered in the future.

Motion to approve supplemental funds of \$1.8 million in fiscal year 2023-2024 for sales and marketing expenditures was made by Kurt Stocks; seconded by Michelle Zwireck.

Vote: All in favor.

Motion passed.

7. Approval of Changes to Group Incentive Program

Sidoriak presented further changes to the Group Incentive Program as drafted in the redline distributed with the meeting materials. The offer is not changing; the changes are for transparency and clarity.

Tim Stripe suggested to add "in the current fiscal year" to the second point under "Process" to read, "Visit Carlsbad reviews application based on offer criteria and available budget in the current fiscal year."

Tim Stripe also suggested to add under "Process" that Visit Carlsbad will report to the Visit Carlsbad Board on usage of funds and future commitments at each regular board meeting.

Motion to approve the Group Incentive Program document with changes proposed by Tim Stripe was made by Rob Stirling; seconded by Bryan Hart

Vote: All in favor.

Motion passed.

8. Adjournment

Chair Stripe called to adjourn the meeting at 3:32 p.m.

Michelle Zwirek, Secretary/Treasurer



Special Board of Directors Meeting Minutes

Meeting Details

Date: September 27, 2023

Time: 3:00 p.m. PT

Location: Visit Carlsbad Office: 3088 State Street #103, Carlsbad, CA 92008

Teleconference Locations: 5900 Pasteur Court, Carlsbad, CA 92008 & 7100 Aviara Resort Drive, Carlsbad, CA 92011

Virtually via Zoom

Attendees

Quorum confirmed with the following five members in attendance in person and within the jurisdiction:

Board Members in Person

Michelle Zwirek, Secretary/Treasurer

Yolanda Hartley, Member

Kurt Stocks, Member

Board Members via Teleconference Location in Carlsbad

Tim Stripe, Chair

Bryan Hart, Member

Other Attendees

Kim Sidoriak, President & CEO, Visit Carlsbad

Tina Burke, Finance & Administration Manager, Visit Carlsbad

Absences

Nicole Buczek, Member

Rob Stirling, Vice Chair

Call to Order

Meeting called to order by Chair Stripe at 3:04 p.m.

Self-Introductions

Self-introductions were omitted as all in attendance knew each other.

Public Comment

Chair Stripe called for public comments; there was none.

Informational Items

None



Action Items

1. Additional Funds for the 2023 Group Incentive Program

Kim Sidoriak presented information on the use of the 2023 Group Incentive Program and a recommendation to increase funds for the program from \$500,000 to \$1M in fiscal year 2024. Kim also recommended creating an Ad Hoc Group Incentive Committee to evaluate changes to the current program and to present any recommended changes at the November 2nd board meeting.

Discussion ensued on the merits of the program and the need for further discussion and possible revision of the program requirements. Several felt the program is a significant differentiator and greatly increases bookings and overflow.

Motion to increase Group Incentive Program funding to \$1M and create an Ad Hoc Group Incentive Committee was made by Michelle Zwirek; seconded by Yolanda Hartley.

Bryan Hart and Michelle Zwirek both expressed interest in being on the committee. Chair Tim Stripe appointed Bryan, Michelle, and himself to the committee.

Roll call vote:

Board Member Hart - Yes
Board Member Hartley - Yes
Board Member Stocks - Yes
Board Member Zwirek - Yes
Chair Stripe - Yes

Motion passed.

2. Event Grant Guidelines

Kim Sidoriak presented the new Event Grant Guidelines including the background of this program with the Carlsbad Tourism Business Improvement District (CTBID). With the July 1, 2023 CTBID conversion to the '94 Act, Visit Carlsbad now manages the Event Grant program. The revisions to the CTBID guidelines are geared toward simplifying the process and removing barriers to attract new events in Carlsbad.

Motion to approve the Event Grant Guidelines as presented was made by Kurt Stocks; seconded by Yolanda Hartley.

Roll call vote:

Board Member Hart - Yes
Board Member Hartley - Yes
Board Member Stocks - Yes



Board Member Zwirek - Yes
Chair Stripe - Yes

Motion passed.

3. Adjournment

Chair Stripe called to adjourn the meeting at 3:39 p.m.

Michelle Zwirek, Secretary/Treasurer

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SUMMARY OF RECOMMENDED GROUP INCENTIVE PROGRAM OFFER FOR 2024

Effective - 1/1/24

Contract by - 6/30/24

Actualize by - 6/30/26

2024 Incentive Offer as Recommended by Ad Hoc Group Incentive Program Committee

- 5% of total room revenue with \$20,000 cap
- November through March actualization dates only
- Repeat business qualifies as the incentive is for need months only

Note: Data will be reviewed as we approach 6/30/24 to determine if changes need to be implemented.