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To: Visit Morgan Hill Board

From: Edith Ramirez, Secretary

Date: January 13, 2020

Subject: Board of Directors Appointment Process

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**RECOMMENDATION:**

It is recommended the Visit Morgan Hill Board:

- 1) Approve the policies and procedures for Board of Directors Appointments

**BACKGROUND:**

The Visit Morgan Hill Board is made up of nine Directors: four (4) representing lodging businesses, two (2) representing the City and three (3) representing the community. Board of Directors serve for two years, except for the initial formation year (2019), when three (3) Board of Directors serve one-year terms, and four (4) Directors serve two-year terms, in order to create staggered terms. The two (2) Directors representing the City are filled through appointment by the City Council and do not need re-appointment.

Per the Visit Morgan Hill Bylaws, election of Board of Directors takes place at the annual meeting of the Corporation, which takes place at the March 2020 meeting. At the March 2020 meeting, three seats end their first-year term and need to be (re)appointed. Board seats for Directors Bina Roy Desai (lodging seat), Karen Mendez (lodging seat) and Frank Leal (community seat) expire March 2020. These seats can be reappointed if the Directors express interest in continuing to serve and these seats would move to a two-year schedule. After the formation year, all Board seat appointments are for a two-year term. Below is the schedule of staggered terms by Director.

<b>Representative</b>	<b>Industry</b>	<b>Initial Appointment Term (2019)</b>	<b>Appointment Term (2020)</b>	<b>Appointment Term (2021)</b>
Michael Meredith	Hotels	2019-2021	2019-2021	2021-2023
Chris Ghione	City	N/A	N/A	N/A
Edith Ramirez	City	N/A	N/A	N/A
Andrew Firestone	Hotels	2019-2021	2019-2021	2021-2023
Gene Guglielmo	Wineries	2019-2021	2019-2021	2021-2023
Carrie Benjamin*	Sports/Recreation	2019-2021	2019-2021	2021-2023
Karen Mendes	Hotels	2019-2020	2020-2022	2020-2022
Frank Leal	Community	2019-2020	2020-2022	2020-2022
Bina Roy Desai	Hotels	2019-2020	2020-2022	2020-2022

\*formerly David Eadie

Directors Bina Roy Desai (hotel seat), Frank Leal (community seat) and Karen Mendez (hotel seat) end their first term in March 2020. The Chair has received notification from Directors Frank Leal and Karen Mendez that they cannot continue serving on the Board; therefore, these two positions will be posted as available/vacant positions. The Board will consider applications and interview possible candidates at

the February meeting. The three Officers have expressed interest to continue serving in their existing capacities. Should another Director be interested in serving as an Officer, notification should be provided to the Chair at the January meeting.

Per the Visit Morgan Hill Bylaws, the Visit Morgan Hill Board has three Officer positions: Chairperson, Secretary and Treasurer. The Officers are elected by the Board for a one (1)-year term and can serve up to two years in that position. Officers cannot server in the same office position for more than two (2) consecutive years. Currently, Michael Meredith (lodging seat) serves as Chair; Edith Ramirez (City seat) as Secretary, and Chris Ghione (City seat) as Treasurer. All three Officer positions can continue to serve in their current capacity for one more year and would need to be officially re-appointed at the annual meeting (March 2020).

#### **ANALYSIS:**

Given the requirement in the Bylaws to appoint Directors and Officers at the March 2020 meeting, it is recommended the following policies and procedures be adopted to meet the timeline and noticing requirements.

#### **Visit Morgan Hill Policies and Procedures for Board Director Appointments**

**Annual Meeting:** The annual meeting should be held in March of every year. At this meeting, new Board members begin their term.

**Annual Election:** Election of Directors take place at the annual meeting.

**Resignation of Directors:** Resignation is effective when written notice is given, unless specified for a later time.

**Vacancies:** Vacancies on the Board must be filled within 60 days.

**Officer Positions:** Officer positions include Chairperson, Secretary and Treasurer. All Officers must be Directors. A Director can hold multiple offices. Officers are elected for a one-year term and cannot serve more than two consecutive years in the same position. Officers need to be (re)appointed at the annual meeting. Should another Director be interested in serving as an Officer, notification should be provided to the Chair at the January meeting for scheduling of consideration at the February meeting and formal appointment at the annual meeting in March.

**Noticing of Board Vacancies:** Ever year, at the January meeting, the Chair will ask those Directors whose term is ending if they want to continue to serve on the Board. If these Directors want to continue serving on the Board, their official appointment will take place at the annual meeting. Open Board seats will be noticed for availability via the Visit Morgan Hill website. Applications will be reviewed by a subcommittee of the Board and considered at the February meeting. Board appointments take place the annual meeting.