



REGULAR BOARD OF DIRECTORS MEETING MINUTES PART II.

Thursday, March 24, 2023, at 1:30 p.m.

GVB Conference Room and Teleconference - GoToMeeting

<https://meet.goto.com/GUAMVISITORSBUREAU/gvb-board-meeting>

I. CALL TO ORDER

- Chairman Chiu called the meeting of the Board of Directors to order at 1:35 p.m., with a quorum being met.
- Welcomed Director Monte Mesa, elected 12th member on Thursday, March 23, 2023.

II. ROLL CALL

- Roll call not taken.

According to the Board sign-in sheet, the following board directors were present:

Milton Morinaga, Sonny Ada, Ho Eun, Mary Rhodes, Paula Monk, Joaquin Cook, George Chiu, Jeff Jones, Monte Mesa

Absent: Rudy Paco

III. ACTION BY THE BOARD

- No resolutions were presented.

IV. CHAIRMAN'S REPORT

- Nothing to report.

V. MANAGEMENT'S REPORT

- Nothing to report.

VI. REPORT OF THE BOARD COMMITTEES

- Committees have yet to be assigned; therefore, no committee reports exist.

VII. NEW CORPORATION BUSINESS

Resolutions

- Chairman Chiu discussed the need to formulate resolutions for the next board meeting, scheduled for April 13, 2023.
 1. **GVBs virtual meetings - implement SOPs**
 - Suggested to provide 24-hour notice to Chairman or General Manager.
 - Director Ada suggested that GVB adopt the virtual attendance SOP of another agency and tweak the SOP if necessary.

- GCA 543121 allows video conferencing; as a board, rules, and regulations must be formulated.
 - Director Chiu read a sample SOP he created. (See timestamp 8:53-10:31) Resolution to be presented at next board meeting.
 - Members are to notify the Chairman or GVB Management of virtual attendance
 - To be included in the resolution.
 - Due to slow streaming and recording issues, Director Rhodes recommended amending the portion that stated, "...Board member participating by video conference shall be on at all times during the meeting."
 - Amended to read, "...board member participating by video conference shall be on only upon roll call, voting, or speaking during the meeting."
2. **Management Review**
 - Legal counsel to make recommendations tying it into the enabling act and the general manager's responsibilities.
 3. **Create big picture resolution - Roadmap of necessities**
 - To be finetuned at individual board meetings and placed on the next agenda
 4. **Review of Legal Counsel**
 5. **Enabling Legislation in the Bylaws**
 - GVB General Membership to vote during the next quarterly membership meeting

MOTIONS

- A board motion for a corporate meeting requires a resolution.
- Passing board rules instead of regulations
 - The rule can be set now for the next meeting, subject to the resolution

Director Jones made a motion, seconded by Director Monk, to utilize the regulation that Chairman Chiu read as the Board's guidelines for virtually attending the GVB meetings. Motion Approved.

- Director Chiu cited 5 GCA CH 43 § 43121 (c) - Boards and commissions shall develop rules and regulations and education on the use of video teleconferencing for their members, in consultation with the Office of Technology (OTECH) and the Office of the Attorney General...
 - Public law allows the board to develop rules & regs.

Director Monk made a motion, seconded by Director Cook, to review Legal Counsel. Motion Approved.

Director Monk made a motion, seconded by Director Mesa, to review the bylaws, conduct a redline comparison, and provide comments before sending it to the GVB Membership for voting. Motion Approved.

Evaluations

- Sample evaluation guidelines were provided to the board on March 23, 2023.
- Director Ho and Ada received the guidelines for review on this day.
- Legal Counsel Joe McDonald reviewed the sample guidelines
 - Comments on Management evaluation guidelines
 - This could tie in more to the manager's duties following the Enabling Act
 - 360 Review of Management

- The board's measure of success for the corporation will trickle down into the manager's performance appraisal.
 - Enables the manager to see the Board's goals
 - Manager's review sheet; in charge of executing the board's goals
 - Board to have clear expectations, agreed-upon goals, and performance
 - Management review based on the Board's clear expectations
 - Director Jones suggested that the Board review the sample evaluation guidelines, make comments, and bring it back to the next meeting for discussion.
 - Legal counsel to make recommendations tying it into the enabling act and the general manager's responsibilities.
 - Comments on Legal Counsel's evaluation - Joe McDonald mentioned that the sample evaluation guidelines provided for legal counsel's review are written for employees. The form, with its terminology, does not work for an outside attorney on contract.
 - Director Rhodes requested that the Board see Legal Counsel's contract to know what the duties are in relation to the contract.
 - Legal counsel should be rated on the services provided to the Bureau as agreed in the contract.
 - Joe McDonald recommended goals be given to legal counsel.
- Director Chiu cautioned the Board on requesting anything from any GVB employee; the Board will need a resolution. Directing a GVB employee will require a board resolution.
 - According to legal counsel, unless the Board directs a GVB related to operations or business-related.

Agenda

- Standing item to include "Other Matters."
- Chairman Chiu mentioned that what Management does that does not align with the Board's expectations will be reflected in their evaluation.
- Legal Counsel mentioned that it is perfectly fine for the Chairman or Vice Chairman to work directly with Management's Executive Secretary on the agenda.
 - It will not be a violation.
 - The Chairman and Vice-Chairman's review and approval for publishing are acceptable.

Director Monk made a motion, seconded by Director Ada, for the Chairman or Vice-Chairman to approve the agenda for publication. Motion Approved.

Items for Next Agenda

- *Resolutions*
 - GVBs virtual meetings - implement SOPs
 - Management Review
 - Legal Counsel Review
 - Big Picture Review
 - Enabling Legislation in the Bylaws
- *Standing Meeting Items*
 - Other Matters
 - Executive Session

Enabling Legislation in the Bylaws

- GVB general membership will vote on the amended bylaws at the next quarterly meeting.
- Include in the next board meeting agenda.
- Director Rhodes requested to review the 3rd amended bylaws to include the redline comparison for board review.

Executive Session

- On March 8, 2023, President & CEO suggested an Executive Session if the Board wanted to discuss the BRCC report.
- It was placed on the agenda for this meeting in the event the chairman agreed to have one.
- Chairman Morinaga did not agree to have an executive session; therefore, a court reporter was not ordered.

VIII. ANNOUNCEMENTS

Upcoming Board Meetings:

- April 13, 2023
- April 27, 2023

IX. ADJOURNMENT

Director Mesa made a motion, seconded by Director Morinaga, to adjourn the board meeting at 2:30 p.m. **Motion Approved.**

Jeffrey Jones, Secretary of the Board of Directors

Board Minutes respectively submitted by Valerie Sablan, Executive Secretary