



## Visit SLO CAL Board of Directors Guidelines

The San Luis Obispo County Visitors and Conference Bureau, Inc., DBA Visit SLO CAL Board of Directors includes representatives from each community and type of lodging business, as described below. As directed in the Management District Plan, each community defines the designated lodging constituent to serve as their appointed member of the Board, which makes up the first eight (8) seats, one (1) representative at-large is appointed by the County Board of Supervisors and the remaining ten (10) seats are elected, through open, qualified application, by the Board.

The Visit SLO CAL Board reviews key strategies throughout the year. Realizing this, and the busy schedules of all involved, we request that only lodging constituents who are able to attend the bi-monthly meetings in whole apply for Board seats so that we may assure the business of the organization can be conducted. Board meetings are currently held on the fourth Wednesday of every other month from 8:30 – 10:30 am at Visit SLO CAL's office located at 81 Higuera Street, Suite 220. Occasionally, specifically for the annual meeting in May, meeting times will be extended based on the needs of the business. This format is expected to stay the same for the near future.

Board members must be an owner, or currently working as the general manager of an assessed lodging business in San Luis Obispo County in order to remain on the Board. The intent is to have Board members be organizational decision makers for their business.

It is the responsibility of each community appointed Board member to liaison back to their community (e.g., the Unincorporated County Business Improvement District (CBID) on a monthly basis regarding Visit SLO CAL's efforts. However, we also ask our elected members to do the same with their respective communities. Within one week of a Board meeting, you will receive a copy of the draft minutes to aid you in these efforts.

The Board of Directors serve for staggered three-year terms. The initial Board, established in 2015, served for terms of one, two, or three years. **Seats up for election serve for three-year terms, unless they are replacing a prematurely-vacated seat.**

As defined in the organization's bylaws, "Any Board member who in a twelve-month period either does not attend three (3) successive Board meetings or who misses a total of three (3) meetings without an approved excuse may automatically be removed from the Board without Board resolution unless (i) the member requests a leave of absence for a limited period of time, and the leave is approved by the members at a regular or special meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present); (ii) the member suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (iii) the Board by resolution of the majority

of Board members must agree before a member who has missed three (3) successive meetings or three (3) meetings total may be reinstated.”

The Board of Directors criteria and structure as defined in the Management District Plan is outlined on the following page.

## **Criteria and Structure Defined in the Management District Plan:**

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### **Board of Directors**

The Visit SLO CAL Board will strive to ensure that each jurisdiction is represented on the Board in approximate proportion to the amount contributed by lodging businesses in that jurisdiction. Each Director must be the owner or, general manager of an assessed lodging business, except for the County representative. The Directors will include the following:

- At least one representative of a lodging business in each jurisdiction
- At least one representative each from a vacation rental, a bed and breakfast, and an R.V. park
- At least one representative who is appointed by the County of San Luis Obispo
- At least one at-large assessed lodging business member

The Board of Directors shall be selected as follows:

- At least one lodging business representative from each of the cities shall be appointed by the respective jurisdiction's city council or tourism organization, as each city determines
- At least one lodging business representative shall be appointed by the County Board of Supervisors
- At least one additional representative at-large shall be appointed by the County Board of Supervisors
- Nominations shall be sought from the assessed lodging businesses for the remaining at-large seats. Nominations will be verified by the nominating committee, and a slate provided to the Board of Directors for election. The slate will take into consideration the requirement for various business types.

The Board of Directors shall serve for staggered three-year terms.

### **Fiduciary and Legal Responsibilities of Board Members**

As a Board member, you are responsible for financial and programmatic supervision of the association. You are urged to acquaint yourself with California's non-profit corporation laws. You can find this information here (<https://bit.ly/39Dm4Jd>); see Part 3. NONPROFIT MUTUAL BENEFIT CORPORATIONS. In general, you can protect yourself from liability through the following actions:

- Reviewing your fiduciary duties and the organization's conflict of interest policy
- Exercise reasonable diligence and care in the affairs of the corporation
- Act in good faith with “business judgment”

- Avoid gross negligence or self-dealing (makes you personally liable if the corporation sustains loss or injury)
- Oppose any board actions you don't agree with and be sure opposition is in the written minutes
- Place reasonable reliance on the information and reports of others, but exercise prudence and good judgment
- Attend all board and committee meetings, or show a valid reason for absence
- Thoroughly acquaint yourself with the by-laws
- Keep informed of program activities
- Ensure that statutory or technical requirements are fulfilled (annual reports, withholding taxes, etc.)
- Discourage transactions between the corporation and directors unless it is conducted entirely openly and with stringent safeguards
- Make no monetary profit unless expressly provided in reimbursement for expenses directly associated with the by-laws
- Be sure the records of the organization reflect good faith efforts and conscientious conduct

### **Code of Conduct**

A healthy democracy respects the people's right to debate issues with passion. A healthy democracy not only tolerates disagreement but welcomes it in order to refine ideas and create policies that benefit the greater good.

A deterioration of civility at any level poses a threat to our community and our civic well-being. This deterioration:

- Compromises the integrity of a healthy, representative democracy
- Closes the door on depth of thought, reducing complex problems to harmful oversimplification
- Deters potential leaders from serving
- Poisons the well and discourages engagement on pressing community issues
- Casts the spotlight on poor behavior rather than shining a light on possible solutions
- Sets a poor example for our children

As a Board Member, you must affirm this Code of Conduct as a promise to each other, and to the investors we serve, that we will always strive to conduct our debates - whether in person, online, or in written communication - in ways that allow for the widest range of opinions on ideas and policies, yet also respect the dignity, integrity and rights of those with whom we might disagree, and that we remember that the Board of Directors represents the entire lodging community in its considerations and actions. Therefore, in our deliberations, we pledge to:

### **Listen First**

We will make an honest effort to understand views and reasoning of others by actively listening to understand, not listening to find fault, allowing thoughtful discussion to lead to the best possible outcomes.

### **Respect Different Opinions**

We will invite and consider different perspectives, allowing space for ideas to be expressed, opposed and clarified in a constructive manner.

### **Show Courtesy**

We will treat all colleagues, staff and members of the public in a professional and courteous manner whether in person, online, or in written communication, especially when we disagree.

### **Criticize Constructively**

We strive to advance solutions to community issues; when faced with disagreement, we do more than simply share our concerns with differing positions, we work to propose a course of action of mutual benefit.

### **Debate the Policy Not the Person**

We will focus on the issue, and not personalize debate or use other tactics that divert attention from the issue.

### **Consider the Best Interests of the Countywide Lodging Community the Organization Represents**

We will set aside the interests of the property or community(ies) we represent so that our decisions represent the best interests of the countywide lodging community as a whole.

## **BOARD MEMBER RESPONSIBILITIES**

You are elected or appointed to the Board of Directors because the community respects your good judgment and your interest in travel and tourism. Since the board is the main decision-making body of Visit SLO CAL and its legal representative, the community expects board members not only to be responsive to their needs, but also to be informed and prudent as they conduct the business of Visit SLO CAL.

The Board is in place to provide direction on the organization's annual scope-of-work and budget, inform the organization's strategic direction and to provide feedback on behalf of the lodging industry. The Board is not in place to handle administrative details or concern yourself with day-to-day operations, as this is the responsibility of the President & CEO.

Your role is to ensure the continuity of Visit SLO CAL by planning for the future, establishing and reviewing the major policies and programs that support its mission, and ensuring that the organization is fiscally sound. Your function is critical to the life and success of the organization.

It is the responsibility of Visit SLO CAL board members to:

- Meet with Visit SLO CAL's President & CEO (along with a board member liaison) for a New Board Member On-Boarding Meeting as assigned. The President & CEO will reach out to schedule a date that works best for all parties
- View Visit SLO CAL's Brown Act Training video and confirm that they have watched it
- Assess Visit SLO CAL programs and services

- Periodically review bylaws, policy and procedure manuals, and other pertinent documents
- Be familiar with past board business and policies by reading the minutes of previous board meetings
- Come to board meetings informed about issues to be discussed. If you have any questions about an item on the agenda, consult the President & CEO or Vice President of Administration prior to the meeting
- Help formulate and establish policies in the best interests of Visit SLO CAL's investors, based on your knowledge of their needs
- Be willing to accept assignments that result from action taken at board meetings and support the policies and programs adopted by the Board
- Help make decisions affecting Visit SLO CAL's financial structure and resource allocations and approve the annual operating budget
- Evaluate the programs of Visit SLO CAL to be sure they serve the mission of the organization
- Help ensure that the organization has adequate resources and that those resources are managed effectively
- Be an active advocate of Visit SLO CAL to the community, government, and local businesses
- In addition to the bi-monthly board meetings, attend Visit SLO CAL functions and activities when possible, including semi-annual Advisory Committee meetings, annual SLO CAL Destination Summit among others. Should you be unable to attend board meetings, let Visit SLO CAL know in advance and provide a reason for your absence.
- The Board Chair will participate in a monthly 1:1 meeting with the President & CEO to review and discuss priorities, the President & CEO's professional development, and upcoming Executive Committee and Board agenda items and report outs. At the discretion of the Board Chair and/or the President & CEO, the Past Chair may be involved in the first few meetings of the new fiscal year and the Vice Chair in the last few meetings of the fiscal year as a way to bridge the transition of Board leadership annually.
- The Board Chair and Past Chair will meet with the President & CEO in the month preceding (February) the President & CEO's annual review with the Executive Committee and the Board of Directors (March) to review the President & CEO's annual performance. At the discretion of the Board Chair and/or the Past Chair, they may also include the Vice Chair in the process in an effort to create continuity for the following year.
- The Chair, Vice Chair and Past Chair, in addition to other appointed members of the Executive Committee, agree to serve on the Compensation Committee tasked with negotiating the compensation of the corporation's President & CEO. The compensation committee will review and approve the compensation of the President & CEO to ensure that it is just and reasonable. The compensation committee shall review and approve executive compensation at the time of initial hiring, when the term of employment is renewed or extended, when the compensation is modified, and when bonus compensation is being considered. Compensation as referred to herein also includes benefits and bonus fulfillment. The compensation committee shall be comprised of some or all members of the executive committee.

## **WORKING WITH VISIT SLO CAL STAFF**

It is important to work in partnership with Visit SLO CAL's President & CEO and other key personnel to carry out the policies the board develops. The staff possesses the professional skills and experience in handling Visit SLO CAL affairs. They are committed to helping you in every way possible.

The President & CEO and staff are a reliable and essential resource. They can provide you with information, answer questions you may have, identify problems, and offer solutions. They are the experts – equipped to handle the day-to-day administrative details of Visit SLO CAL and freeing you to carry out the essential tasks involved in planning and decision making.

The President & CEO shares certain responsibilities with you, such as serving as spokesperson for the organization, representing it before its many publics, communicating information, identifying future Visit SLO CAL leaders, helping to develop policies and programs, and motivating participation. Because there are so many ways the board, the President & CEO, and the staff interact, it is vital that you approach each other with trust, candor, and respect. It is important to communicate openly and honestly from the very beginning and to agree on your respective roles and responsibilities, the mission of Visit SLO CAL, and its goals and objectives.

The board is covered by the Directors and Officers (D & O) insurance policy of Visit SLO CAL. In order to ensure that they do not put themselves at risk to be held personally liable or violate conditions of the insurance, board members must not discuss any board matters or employee complaints with members of the press or others outside the organization. All questions or requests for comments should be directed to the President & CEO.

## **HARASSMENT POLICY**

It is the policy of Visit SLO CAL that every employee shall enjoy a work environment free from all forms of harassment. Harassment is a form of misconduct that is not welcome, is personally offensive, and undermines the integrity of Visit SLO CAL employment. This policy also applies to board members when in attendance at Visit SLO CAL functions.

By signing below, I understand and agree to adhere to the Board Member Guidelines outlined above.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_