



Board of Director's Meeting

Tuesday, May 9, 2023

Noon – 3 p.m. (Tabletop discussion + business meeting)

In-person Meeting – Open to the Public

Lakeside Motel Resort

2955 MT-200, Trout Creek, MT

Board Attendance:

Flathead County	Aubrie Lorona	Victoria Lee, Secretary/Treasurer
Glacier County		
Lake County	Steve Clairmont	
Lincoln County	Troy Douthit	
Mineral County		
Missoula County	Matt Lautzenheiser 2nd Vice Chair	
Ravalli County	Barbara Liss	
Sanders County	Juli Thurston	Ray Brown
At large	Ramona Holt (Missoula) Vice Chair	Lailani Upham (Glacier)
	Linda Howard (Glacier)	Edna White (Missoula)

Ex-officio Diane Medler

Board Members Absent:

Shannon Brilz, Chair	Rob Harvey
Myranda Cravens	Barb Neilan
David Diehl	Riley Polumbus
Dirk De Coninck	

Glacier Country Office:

Racene Friede, President CEO
Kristi McNeal, Director of Operations + Accounting
Lucy Beighle, Director of Communications
Aerionna Skrutvold, Marketing Project Manager
Jenna Boltz, Director of Community Engagement

BROWN BAG ROUNDTABLE DISCUSSION/PRESENTATION – Called to order at 12:09 p.m. – Featured presentation: Reimagining board committees – Racene Friede

With the shift toward destination stewardship, we have been revisiting all aspects of the organization. As we were preparing to appoint people to the committees, it seemed as if our current committee structure may not be in alignment with and relevant with the changes we have had over the last five years. Taking a step back from each committee, we looked at the purpose of the committee as it was and as it might be.

After great discussion, the board is going to test the waters with the proposed committees. Formal changes would need to be made to the bylaws. There are other updates to be made to the bylaws and board policies

so after 6 to 12 months, we will revisit and determine where we stand with the committees and work on the rest as well.

- ... EXECUTIVE COMMITTEE – Acts on behalf of the board on all matters that may require action in the interim between board meetings, reviews and approves payments, performs the CEO annual review.
- ... GOVERNANCE – Responsible for managing the duties of the board, including the recruitment, onboarding and mentoring of new board members, election of officers, regular review and implementation of board policies and bylaws. It also works with the CEO to review and update the employee policy manual. This committee meets as needed and is chaired by a member of the Executive Committee.
- ... FINANCE + AUDIT – Assists and advises the board in its oversight responsibilities related to internal controls, audit processes, compliance with laws, regulations and policies, risk management and other related financial management matters. The committee ensures that all necessary financial reporting and audits are carried out in a timely manner before being submitted to full board for approval.
- ... BRAND STRATEGIES – Reviews the brand and marketing priorities of the yearly destination organization plan ensuring it aligns with and provides necessary resources to support the strategic goals and tactics to implement the 10-year stewardship plan. The committee makes strategy and budget recommendations to the full board of directors.
- ... GRANTS – Reviews and awards applications for all grant programs including visitor information center funding, cooperative marketing match program and scholarships. The committee is responsible for raising awareness of the programs, especially the scholarships.
- ... STEWARDSHIP – Focuses on the sharing of knowledge, identification of issues and the development of solutions as they relate to community engagement and destination development. The committee works on strategic planning, development and implementation of the 10-year destination stewardship goals and initiatives.

Break from 1:03 p.m. – 1:23 p.m.

GLACIER COUNTRY BOARD MEETING: (open to the public) Ramona Holt, Vice Chair called the business meeting to order at 1:23 p.m.

PLEDGE OF ALLEGIANCE: (voluntary)

INTRODUCTIONS: Ramona provided introductions of each of the board members and staff.

BOARD MEMBER SPOTLIGHT – David Diehl, was unable to make it today – we will reschedule his spotlight at a future meeting and move along to the next item today.

PUBLIC COMMENT: (10 minutes maximum – two minutes per person) Public in Attendance: Jim McGowan (Windfall), Annie Mead (Windfall), Tia Metzger (Windfall)

APPROVAL OF MINUTES: Ramona Holt called for a motion for the approval of meeting minutes from the March 14, 2023, board meeting. Steve Clairmont made the motion to accept the minutes as presented with a second by Victoria Lee. No discussion or changes. All in favor. Minutes approved as presented.

FINANCIAL REPORT/DISCUSSION: Victoria Lee presented the financials as of March 31, 2023, for public, private and Tourism Matters accounts. Matt Lautzenheiser made the motion to accept the financials as presented with a second by Aubrie Lorona. No discussion or changes. All in favor. Financials approved as presented.

POLICY REVIEW: Conflict of Interest – Nonprofit boards need a conflict of interest policy because it prevents board directors from benefiting in any way from board service.

- ... A conflict of interest policy fulfills legal requirements and prevents unexpected penalties.
- ... Board directors should not benefit financially, personally or otherwise from board events or activities.
- ... A conflict of interest policy prevents directors with conflicts from participating in discussion, reporting or voting on any issue where there is a real or perceived conflict.
- ... The IRS requires nonprofit entities to have a written conflict of interest policy. Nonprofit boards must fill out the IRS Form 990 annually, acknowledging that they have a written conflict of interest policy. They must also explain how boards manage conflicts, as well as how they determine whether a board director has a conflict.
- ... Nonprofit organizations that fail to properly manage conflicts of interests may be subject to significant penalties against the board director, the organization or both. Penalties for board directors are called intermediate sanctions or excess benefit transactions.
- ... Board manual (board packet) page 21. Each board member must complete the compliance agreement which speaks to understanding conflict of interest and code of conduct.
- ... Conflict of interest will be completed through Submittable with the link sent out in the next week. Please have these completed as soon as possible for compliance.

BOARD BUSINESS REPORTS/DISCUSSION/ACTION ITEMS:

EXECUTIVE COMMITTEE – Ramona Holt, 1st Vice Chair – committee continues to meet at least monthly virtually (industry, operations, marketing, financial management, communications, ongoing efforts).

- ... Board meeting update/discussion
- ... Board completion of conflict of interest (online form)

AUDIT COMMITTEE – Matt Lautzenheiser, committee chair. No report.

MARKETING COMMITTEE – Ramona Holt, committee chair. No report.

GRANTS COMMITTEE – Ramona Holt, committee chair. VIC applications have opened and application deadline has closed, committee will review the applications soon.

NOMINATIONS COMMITTEE – Victoria Noble-Lee, committee chair. Election of officers at the annual meeting. Current officers, two-year term expires May 2023, Ramona Holt will transition to an ex-officio position (this will be her second term out)

Slate of officer nominations are as follows (two-year terms):

- ... Shannon Brilz (Chairperson) – University of Montana
- ... Matt Lautzenheiser (1st Vice Chairperson) – Historical Museum at Fort Missoula
- ... Christina "Riley" Polumbus (2nd Vice Chairperson) – Logan Health -Whitefish
- ... Victoria Lee (Secretary-Treasurer) – Glacier Distilling Company

Ramona called for officer nominations from the floor three times. No floor nominations were made.

Slate of board members seeking re-election (voting three-year terms):

- ... Victoria Lee –Glacier Distilling
- ... Troy Douthit –Kootenai Country Montana
- ... Shannon Brilz –University of Montana

- ... Ray Brown –Sanders County Community Development
- ... Linda Howard –Wolf Trail Montana LLC
- ... Lailani Upham –Iron Shield Creative / Visit Blackfeet

Resignation of Ashley Kavanagh and Rob Harvey – thank you for all you have done.

Clarified the difference between ex-officio board members who are non-voting board members (Bed tax funded organization representative or previous elected GCT officer). Slate of board members seeking re-election of ex-officio one-year terms:

- ... Barbara Neilan –Destination Missoula
- ... Diane Medler –Discover Kalispell
- ... Ramona Holt –Holt Heritage Museum (second term out and mandatory year off as a voting board member)

Ramona requested a motion to accept the slate of officers and board of directors as presented by the nominations committee – Matt Lautzenheiser made the motion to approve as presented with a second by Aubrie Lorona, no discussion or changes. All in favor. Nominations approved as presented.

FY 2024 PRIVATE BUDGET –

Revenue/Expenses – Revenues: \$302,500, Expenses: \$302,500

Reserves – est. \$370,000

Special Project – New Webpage, 6 Microsites, 2 Blogs Sites, (Including new recreate responsibly site) – \$80,000

Privately funded travel guide and website through advertising sales and paid partnerships.

2017 was the last time that the website was updated with the microsites updated after that. Proposing a complete rebuild of the website and the microsite. Maintain current website at \$55,000 and \$80,000 for the new website and microsites for a one year build. Looking at options to backfilling revenue to rebuild the reserves.

Racene asked Jim to present the website rebuild discussion. The timing is perfect with rebranding of Glacier Country – make the aesthetics and infrastructure of the site seamless. Once the site is rebuilt it will have the current interface and analytics. For AI to work getting the data in one location instead of in multiple microsites and the load times on the data. We will also work with voice activated technology. By having one site the organic traffic. The decreases that we are seeing in the analytics are due to the changes in from GA3 and previous version to GA4. Private funds the creation of the website but the public funds are able to market the website. Timeline will be looking at a launch for the website next March/April 2024.

Ramona requested a motion to accept the FY 2024 PRIVATE BUDGET as presented – Matt Lautzenheiser made the motion to approve the budget as presented with a second by Steve Clairmont, no discussion or changes. All in favor. FY 2024 PRIVATE BUDGET approved as presented.

EXECUTIVE AND STAFF REPORTS: (discussion/action) Administrative, advertising, publicity, sales, partnership, travel guide, webpage/call center, cooperative marketing, joint venture marketing, TAC, Tourism Matters (legislative), Voices of MT.

PUBLICITY – Lucy Guthrie-Beighle, Director of Communications. Highlights provided – see reports for further information.

TOURISM SALES –Aerionna Skrutvold, Marketing Project Manager. Highlights provided – see reports for further information.

INTERNATIONAL SALES – Aerionna Skrutvold for **Debbie Picard, Director of Sales**. Highlights provided – see reports for further information.

COMMUNITY ENGAGEMENT – Jenna Boltz, Director of Community Engagement and Destination Stewardship. Highlights provided – see reports for further information.

AGENCY AND SOCIAL MEDIA UPDATE – Tia Metzger, Client Services Director (Windfall Agency). Highlights provided – see reports for further information.

PRESIDENT CEO – **Racene Friede**. Highlights provided – see reports for further information.

BUSINESS MEETING – Board discussion (tabled items from business meeting or predetermined topic)
Encourage all of the board members to share information and training sessions with their communities and businesses.

BOARD REVIEW/DISCUSSION – Old or New Business at next meeting

Ramona adjourned the meeting at 2:59 p.m. Next board meeting is Tuesday, October 17, 2023 which will be in person TBD, open to the public.

Minutes approved as presented on _____ and signed by:

(Presiding officer at meeting)