



## Mammoth Lakes Tourism Board Special Meeting

**Wednesday, August 29, 2018 - 12:00-1:00pm in Mammoth Lakes Tourism Conference Room, 2520 Main Street, Mammoth Lakes, CA 93546**

Board Member Call in # (310) 372-7549 - Participant Code 934985 - Host Code 3838

[https://www.dropbox.com/sh/zxanpoyiv7mwd9t/AAB-aHpEDShkXC2UnH79\\_hRJa?dl=0](https://www.dropbox.com/sh/zxanpoyiv7mwd9t/AAB-aHpEDShkXC2UnH79_hRJa?dl=0)

### Meeting Agenda

- 1) **Call Meeting to Order** – Scott McGuire, Board Chairman, called to order at 12:06 pm
- 2) **Roll Call – Present:** Scott McGuire, Brent Truax, John Morris, Sean Turner.
- 3) **Board Member Comments/ Agenda Additions** – None.
- 4) **Public Comment** – None.
- 5) **Minutes** – Tabled until the regularly scheduled MLT September 5<sup>th</sup> board meeting
- 6) **New Business**
  - a) Policy discussion about board member roles, ethics and conflict of interest.
  - b) Scott McGuire began by stating the purpose for the days meeting which was to review four points concerning conduct of Brent Truax. Scott McGuire requested that if Brent Truax has a response or any evidence to provide in regards to todays questions that be provided in writing within 48 hours. Brent Truax stated that he can't agree to responding in 48 hours without seeing the questions, and that 48 hours may be a difficult deadline to agree to given business of the upcoming holiday weekend. Brent Truax then read a statement to the Board, " I am very concerned that you have not followed proper procedure to follow up on concerns that the Board may have. Mammoth Lakes Tourism is a 501c6 non-profit entity; it is not governed by the same rules that apply to Town officials and Town appointed Boards. My review and legal review of MLT bylaws and external governance documents, MLT has no conflict of interest policy therefore no Board member can currently have a conflict of interest, and I have no conflict of interest. I would like the questions today to be presented in writing so that I can review with counsel and respond appropriately." There was a discussion about whether or not to continue questions and whether or not there is a policy applicable to these questions. Scott McGuire asked if Brent Truax distributed a set of guidelines to the Board of Directors on April 6<sup>th</sup> that talked about a conflict of interest. Brent Truax stated he shared a number of guidelines to be followed up on at a future meeting; there was no motion taken, nor were those documents accepted. Scott McGuire then read aloud California code referencing non-profit Board conduct; asked Brent Truax why policies distributed were not implemented. Brent Truax stated that is not the function of the Chair of the Board. Scott McGuire then reviewed the four points of concern: the grand jury review, response and communication around an executive committee meeting that took place here on February 5<sup>th</sup> along with some follow up related to that meeting, air service meetings and the fourth is the Town Contract. Scott McGuire stated other Executive Committee members are welcome to ask other questions they may have.
  - c) Grand Jury review – Scott McGuire reviewed details of a Grand Jury review received on September 20, 2017 by John Urdi, John Morris and Brent Truax. Scott McGuire asked to clarify if there was there a single grand jury request or two. Brent Truax stated that in particular with grand jury matters, per instructions from the grand jury, he is not able to respond and will need to seek clarification from the grand jury as to whether he can answer. Scott McGuire stated the Grand Jury requested contract between Mammoth Lakes Tourism and JetSuiteX and asked if Brent Truax clarified with them that the contract does not exist with Mammoth Lakes Tourism, but Mammoth Mountain Ski Area. John Urdi reminded Scott McGuire that specifics of Grand Jury requests cannot be discussed. Scott McGuire stated his knowledge was all documents were turned over by Mammoth Lakes Tourism Executive Director in a timely manner and questioned why the Grand Jury then had to

issue a subpoena for documents. Brent Truax stated he looked forward to being able to answer after getting the ok from Grand Jury.

- d) Executive Committee meeting: On February 5<sup>th</sup> the Executive Committee met to discuss HR policies and providing a pathway for people within the organizations to file complaints or concerns about others in the organization. An HR handbook was shared in April, as well as a proposed code of conduct for the Board; further discussion was had on what the purpose of those documents were and additional follow up.
- e) Air Service – on February 7<sup>th</sup> Board set up an air service committee to meet with the other organizations. Colin Fernie and Eric Clark both recused themselves from participating because of conflicts; Scott asked if it was correct that Brent Truax volunteered along with Paul Rudder and Michael Ledesma; Brent Truax stated that had not been his recollection. There was discussion about multiple instances where Brent Truax indicated he was present at meetings, representing Mammoth Lakes Tourism but following public meeting on Old Mammoth Place development community perception questioned who he had been representing. Scott McGuire asked Brent Truax about a private meeting between him and Bill Tomcich, while Bill was in Mammoth Lakes on Mammoth Lakes Tourism business. Scott McGuire Requested Brent Truax provide confirmation those meetings were set up independent of his business with Mammoth Lakes Tourism.
- f) Town Contract- At the May 2 Board meeting, Brent Truax acknowledge that Town Manager had provided guidance and would share with the rest of the Board. At the June 6 Board meeting, Eric Clark, who is a member of the Town contract committee, asked Brent Truax if he had received direction from Town Manager, indicating information had never been shared with committee or larger Board. Brent Truax stated on June 6 he had received an original draft of deliverables but hadn't received anything since May 16. The Town Manager sent email on May 10 that stated there were some specific deliverables, including a five-year strategic plan. Scott McGuire stated his concern is that the Board voted on a budget, and approved a budget, without understanding that there were very specific deliverables and requests for spend, which would have influenced the Boards vote on the budget. Scott McGuire stated he would like Brent Truax to confirm items had since been shared with Town contract committee.
- g) John Morris stated his preference to give Brent Truax some time to respond to questions in writing. John Morris also stated that outside influences trying to rush a decision should be assured that Mammoth Lakes Tourism has a process for these things and the process will be followed and will not be rushed.
- h) Sean Turner stated the Board must have the appearance of ethics and removing all conflicts of interest whenever possible. Sean Turner acknowledged that we all want to see community grow and have a stake in growth. It's important that we work on how we define what a conflict of interest is and follow expectations and perceived codes of conduct.
- i) Brent Truax stated the Board has inherent conflict because of individual stake in community growth. Brent Truax then stated process had not been followed and that if there had been a meeting of the Executive Committee to form consensus without informing him, a member of that committee, that was a violation of Brown Act. Scott McGuire stated that given the fact that we have Executive Committee conversations that need to take place and given the fact that we have a Board meeting next week, suggest that Executive Committee recommend to the general Board that we remove Brent Truax as Vice Chair and ask for a replacement in his seat while this is being looked at, so that we don't have to delay any future meetings. Brent Truax asked for point of order, under what authority and bylaws can that request be made. Brent Truax stated there is nothing in bylaws about temporary suspension of the member; stated the Executive Committee can make a recommendation but question that the Executive Committee has the power to make a recommendation that is not in the bylaws; implies presumed guilt. There was then a discussion about process and perception of the Board and the organization. Scott McGuire then asked if Brent Truax would be able to supply a time frame for responses once he sees the questions in writing. Brent Truax stated that he would go over to try to get an answer from the grand jury foreman as soon as possible but other things might take him a little bit and he could not answer timing at this point. Sean Turner then stated that unfortunately he has just learned he cannot be in attendance for next week's meeting. John Urdi confirmed that the meeting would have to be postponed, as would not have a quorum; will figure out a new date and get back with the Board. The meeting was adjourned at 12:50pm

**Future Meeting Dates:** Next scheduled Board Meeting for **TBD** from 1-3:00pm Suite Z