



In the Matter Of:

O.C. FAIR AND EVENT CENTER

GOVERNANCE COMMITTEE WORKSHOP

November 06, 2020

Case No:

CERTIFIED COPY

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8 32ND DISTRICT AGRICULTURAL ASSOCIATION
9 ORANGE COUNTY FAIR & EVENT CENTER
10 GOVERNANCE COMMITTEE WORKSHOP
11 FRIDAY, NOVEMBER 6, 2020
12 9:00 A.M.

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21 Reported by:

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23 Patricia Garrido
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25 CSR No. 14364

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1 O.C. FAIR AND EVENT CENTER
2 Governance Committee Workshop on 11/06/2020

3 1 32ND DISTRICT AGRICULTURAL ASSOCIATION

4 2 ORANGE COUNTY FAIR & EVENT CENTER

5 3 GOVERNANCE COMMITTEE WORKSHOP

6 4 FRIDAY, NOVEMBER 6, 2020

7 5 9:00 A.M.

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12 10 Meeting of the OCFEC Board of Directors Governance
11 11 Committee Workshop, stenographically reported by
12 12 Patricia Garrido, a Certified Shorthand Reporter for the
State of California, commencing at 9:00 a.m. and ending
at 10:03 a.m., Friday, November 6, 2020, Via Zoom.

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APPEARANCES OF BOARD MEMBERS:

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Natalie Rubalcava-Garcia, Chair
Barbara Bagneris, Director
Doug La Belle, Vice Chair

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ALSO PRESENT:

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Michele Richards, CEO
Ken Karns, COO
Summer Angus, Meeting Secretary Executive Assistant
Tammy Lohr, Moss Adams Business Consultant
Jerry Eldridge, Director of Facilities

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O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

1 APPEARANCE OF BOARD COUNSEL:

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6

7 PUBLIC SPEAKERS:

8 Reggie Mundekis

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1 32ND DISTRICT AGRICULTURAL ASSOCIATION

2 ORANGE COUNTY FAIR & EVENT CENTER

3 GOVERNANCE COMMITTEE WORKSHOP

4 FRIDAY, NOVEMBER 6, 2020

5 9:00 A.M.

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9 CHAIR RUVALCAVA-GARCIA: Well, it is 9:00 a.m.,
10 so I'm going to go ahead and get started. First, I just
11 would like to wish everybody a happy Friday, and thank
12 you for attending the third governance committee
13 workshop. Today we will be reviewing policies three and
14 five, which is a total of 14 policies. So I actually
15 counted them up to see if we could beat our record from
16 last time.

17 On the call today we have Director La Belle
18 with us. Welcome Director La Belle, thank you for
19 attending. And I also want to welcome members of the
20 public. As the last meeting went, it seems like most
21 people who are on this call are familiar with the
22 process. Although this is the formerly -- this meeting
23 is a formal meeting, we are going to go ahead and just
24 make this a conversational meeting. I want to make sure
25 that everybody can fully participate. We will review

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

1 each of the policies individually, and I welcome all
2 comments during each of these, and we are not going to
3 abide by the three-minute rule requirement.

4 So at this time I'd like to call the meeting to
5 order. All matters noticed on this agenda in any
6 category may be considered for action as listed and any
7 item not so noticed, may not be considered. Items
8 listed on this agenda may be considered in any order at
9 the discretion of the Chairperson. The mission of the
10 Orange County Fair and Event Center is celebration of
11 Orange County's communities, interests, agriculture and
12 heritage with results justifying resources expended.
13 And today I would like to ask Jerry to lead us in the
14 Pledge of Allegiance.

15 (Pledge of Allegiance conducted.)

16 JERRY ELDRIDGE: I think I said it faster than
17 everybody.

18 CEO RICHARDS: It still counts, Jerry.

19 CHAIR RUVALCAVA-GARCIA: That's okay, so thank
20 you.

21 Summer, do we need to take roll call?

22 SECRETARY ANGUS: We'll take roll call to
23 notice the committee members. Chair Ruvalcava-Garcia?

24 CHAIR RUVALCAVA-GARCIA: Present.

25 SECRETARY ANGUS: Director Bagneris? And

1 Director La Belle?

2 DIRECTOR LA BELLE: Present. Present.

3 SECRETARY ANGUS: Thank you.

4 CHAIR RUVALCAVA-GARCIA: Thank you. Matters of
5 public comment: Speakers are requested to sign in prior
6 to the start of the meeting and are limited to three
7 minutes. As I mentioned, for this meeting because it's
8 more of a workshop, I'm going to go ahead and waive that
9 requirement today. Public comment -- excuse me -- is
10 allowed on issues not on the agenda. However, no debate
11 by the Board shall be permitted on such public comments
12 and no action will be taken on such public comment items
13 at this time, as law requires formal public notice prior
14 to any action on a docket item.

15 This will be an open and interactive workshop
16 where members of the public can ask questions and
17 provide input to the committee. And just to remind
18 everybody, the policies that we're reviewing today are
19 intended to help the Board, guide the Board, so we want
20 to make this as transparent of a process as possible.
21 So as I previously mentioned, I welcome all comments.
22 And then just one final housekeeping item, do we have
23 Tammy from Moss Adams on the call?

24 TAMMY LOHR: You do. Good morning.

25 CHAIR RUVALCAVA-GARCIA: Perfect. Good

1 morning, Tammy. Tammy, welcome to the meeting. Tammy
2 is part of the Moss Adams team, who is helping the
3 Orange County Fair and Event Center Board of Directors
4 with the governance policy, so thank you. And we're --
5 we're very close to the finish line so --

6 TAMMY LOHR: You sure are. It's very good to
7 see.

8 CHAIR RUVALCAVA-GARCIA: Thank you. All right.
9 So we're going to go ahead and just get right into it.
10 So information items -- let's go ahead and start with
11 policy 3.01 which is Board Composition and Officers.

12 CEO RICHARDS: And if you give me just a second
13 to switch -- switch presentations here, Natalie, so we
14 can get the individual policies up. Hold on one second.

15 CHAIR RUVALCAVA-GARCIA: And while Michele is
16 getting that policy up, the gist of the Composition and
17 Officers is basically highlighting the responsibilities
18 of the chair and the vice-chair. It also outlines the
19 delegation of authority of treasurer and secretary to
20 the CEO.

21 CEO RICHARDS: Okay. Can you see that
22 everybody?

23 CHAIR RUVALCAVA-GARCIA: Yes. Thank you. And
24 on this policy, I believe we do have a comment from a --
25 from Reggie.

1 REGGIE MUNDEKIS: Yes. This is Reggie, and my
2 comments are about making the -- some specific words in
3 the policy track with the California Food and
4 Agriculture Code. The policy says that the Board
5 officers include a Board chair which is slightly
6 different than what the Food and Agriculture Code says.
7 They call that position president and then the policy
8 says that the three officer positions of the
9 organization are CEO, secretary, and treasurer, while
10 the California Food and Agriculture Code uses the term
11 manager instead of CEO.

12 You know, one way and -- one way of rectifying
13 that is that you just put in a line somewhere saying
14 that Board chair is the same as president as used in,
15 you know, in the Food and Ag Code, manager is the same
16 as C- -- you know, CEO is the same term as -- is the
17 same position as manager. And Josh can advise you on
18 that, AG Caplan. That way it's just neat. You know, it
19 just makes it neat. It makes everything track. You
20 know, just a minor thing.

21 CHAIR RUVALCAVA-GARCIA: Okay. No. That's
22 great feedback, and we'll definitely speak to Josh about
23 that. So you're recommending -- you're not recommending
24 that we change to align with the Food and Agriculture --
25 I'm sorry. Today is Friday, and I have not had enough

1 coffee. But your recommendation, Reggie, is just to go
2 ahead and mention in this policy that those titles align
3 with the Food and Agricultural Code.

4 REGGIE MUNDEKIS: That may be the easiest thing
5 to do, because if you -- because if you start changing
6 the terms to match, then you end up having to change a
7 whole bunch of other documents. And I'm looking for
8 something that's the easy, doable fix.

9 CHAIR RUVALCAVA-GARCIA: Okay. So it basically
10 just acknowledges that we are aware that they're
11 different.

12 REGGIE MUNDEKIS: Well, no, no. What you want
13 to do is that you want to say that they're the -- that
14 you using the term "Board chair," which is the same
15 as -- which is the same position as president under the
16 code -- that you're using the term CEO which is the same
17 term as manager under the code.

18 CEO RICHARDS: Yeah. I think we can just add
19 in parenthesis here, you know, same as the president
20 position referenced in -- in the Ag Code. And then
21 saying here "same as manager referenced in the Ag Code."
22 I think that probably would be the easiest.

23 (Multiple speakers at once.)

24 TAMMY LOHR: So I would actually recommend that
25 we add these to the definition section in policy 1.01,

1 since we use this terminology sort of throughout chapter
2 three. That would give you blanket coverage rather than
3 just addressing this specific policy. It would sort of
4 -- it would carry into all of the policies. So if you
5 mention Board chair in another policy then you would be
6 covered if you have it in that definition section. So
7 that would be my recommendation.

8 CEO RICHARDS: I think that's a great idea,
9 actually, Tammy, because then it would cover any
10 references throughout any of the policies.

11 TAMMY LOHR: Exactly. Yup.

12 CEO RICHARDS: Good.

13 CHAIR RUVALCAVA-GARCIA: Michele, can you add
14 that 1.0 section to the agenda for the next meeting --

15 CEO RICHARDS: Yes.

16 CHAIR RUVALCAVA-GARCIA: -- when we cover 3, 4,
17 5 because we'll have to modify that.

18 CEO RICHARDS: Yes.

19 CHAIR RUVALCAVA-GARCIA: And I just -- we'll
20 bring this issue to the Board's attention, and then
21 we'll just get it updated.

22 CEO RICHARDS: Yup.

23 DIRECTOR LA BELLE: This is Doug. My thought
24 is maybe we could do both, being that this particular
25 policy is the one that sets out the officers and the

1 responsibilities. I think we could just add, from my
2 perspective, just add Reggie's comment, a one liner in
3 this one and then also change the definitions. But
4 since this is the broad policy that kind of sets forth
5 the responsibility of -- of the Board and identifies the
6 officers, I would include it in both locations. That's
7 my thought.

8 CHAIR RUVALCAVA-GARCIA: Thanks. Thank you for
9 the feedback, Doug. So we'll go ahead -- so let's add
10 it to the 1.0 and bring it back to the Board for review
11 and amendment. And then I think this will be a good
12 discussion item for the Board to determine whether or
13 not we should add it in this 3.01 policy. Doug, I like
14 the suggestion, and I think it will be a good one for
15 the Board to just discuss. I mean it probably won't
16 hurt to include it in this 3.01. Maybe it's just
17 consistent language with whatever we add to 1.0.

18 So -- okay. Are there any other questions
19 about Board Policy 3.01?

20 SECRETARY ANGUS: Chair Ruvalcava-Garcia, if I
21 may, I believe Director Bagneris has joined us.

22 Director Bagneris are you there?

23 CHAIR RUVALCAVA-GARCIA: Okay. She's muted but
24 unable to talk right now.

25 SECRETARY ANGUS: Perfect.

1 CHAIR RUVALCAVA-GARCIA: Okay. Perfect. So
2 hearing that there are no additional comments on 3.01,
3 we're going to go ahead and move on to 3.02, Board
4 Composition and Committees. So this policy basically
5 provides an outline or an overview that the Board chair
6 determines committees and assigns committee members from
7 the Board to each of these committees and then also can
8 assign Ad Hoc committees and also must dissolve the Ad
9 Hoc committees once they're no longer needed.

12 CEO RICHARDS: I just noticed here -- you can
13 all see that. There's a double -- a double period, so
14 we'll -- we'll fix that up.

15 CHAIR RUVALCAVA-GARCIA: So there are -- there
16 may be some grammatical errors, but Summer Angus will be
17 going through these policies and really looking for any
18 issues that might occur. If there are no substantive
19 changes that -- if there are substantive changes that we
20 want to highlight, that would be great at this time.

21 REGGIE MUNDEKIS: Hi. This is Reggie. I don't
22 have any changes.

23 CHAIR RUVALCAVA-GARCIA: Okay. Perfect. All
24 right. Thank you. Any other comments on 3.02? Hearing
25 that there are none, we're going to go ahead and move on

1 to 3.03, Board Member Code of Conduct. And for me, this
2 one is one of the most important policies, at least from
3 a board member perspective. And I think this is the one
4 we'll spend the most time on at the meeting just so that
5 our -- my fellow board members understand our
6 responsibilities, how we're supposed to conduct
7 ourselves, and -- and we can, you know, potentially add
8 to this if we need to.

9 Doug, do you have any comments on this one?

10 DIRECTOR LA BELLE: No, Natalie. I don't at
11 this time.

12 CHAIR RUVALCAVA-GARCIA: So the one thing that
13 I wanted to highlight more specifically is that -- and
14 this is something that I think we added to this --
15 Michele, correct me if I'm wrong, but the -- no one
16 board member is speaking on behalf of the Board.
17 Specifically we are a united front so we all need to
18 make sure that we're aligned on issues and it also talks
19 about the relationship between the Board and the CEO and
20 the staff. So I think that is a really important one
21 for us to -- to highlight.

22 Are there any questions, comments, or changes
23 on that one?

24 REGGIE MUNDEKIS: Hi. This is Reggie. I like
25 that the policy is being brought forward. So I think

1 this is a very helpful new policy.

2 CHAIR RUVALCAVA-GARCIA: Thanks, Reggie. Okay.

3 Perfect. Doug or Barbara, any additional comments or
4 questions?

5 DIRECTOR LA BELLE: I have -- I have none.

6 CHAIR RUVALCAVA-GARCIA: Okay. Perfect. All
7 right. Great. So hearing that there are none, we're
8 going to go ahead and move on to Board Policy 3.04,
9 Board Member Conflict Resolution. So hopefully this
10 never happens, but there is a policy just in case there
11 is a conflict between board members. And the Governance
12 Committee will be the committee that will handle any of
13 these conflicts.

14 If the Board -- if the Board chair -- and the
15 Board chair will also review -- if the Board chair is
16 involved in the conflict, then there's also a resolution
17 within this policy. Are there any questions or
18 concerns, additions to this one? I do think it's an
19 important policy. And I -- I think more importantly it
20 does appear as though the Board that we currently have
21 is capable of resolving issues even if we don't agree.

22 But one of the things I thought was important
23 within this policy is that even if we don't agree --
24 let's say a vote goes, it's divided, at some point if
25 it's adopted by the Board, all board members need to get

1 on board with it. So it's -- I think that's an
2 important thing to -- that we will highlight to our --
3 to the Board members at the next meeting.

4 REGGIE MUNDEKIS: Hi. This is Reggie.

5 CHAIR RUVALCAVA-GARCIA: Hi, Reggie.

6 REGGIE MUNDEKIS: I like that you brought this
7 policy forward. When you write a policy like this, it's
8 not for the times when things are going well and you
9 could work out issues, it's for times when things are
10 not going well. And prior boards -- things have not
11 always gone well.

12 So it's good that this policy is here because
13 it also acknowledges that there can be conflicts between
14 board members which can't be resolved by -- by a vote
15 and a discussion after the vote and gives a process for
16 resolving that, so thank you.

17 CHAIR RUVALCAVA-GARCIA: Thank you. Okay.
18 Perfect. So moving right along, we're going to go ahead
19 and move on to policy 3.05, Board Meeting and Agendas.
20 This is a pretty straightforward process -- or policy.
21 Any questions or concerns about this one?

22 And I believe at the last committee meeting --
23 or workshop we actually reviewed the agenda process,
24 right, Michele, where agenda items are put onto the
25 agenda, and we made some slight modifications.

1 Currently the board chair has discretion as to
2 what goes on the agenda. However, this -- the last
3 round we made some modification so that if a board
4 member is requesting to get something on agenda, it
5 cannot just be denied by the Board chair.

6 It needs to be fully discussed and -- and a
7 resolution needs to be determined together so that we
8 can either put something on the agenda if it makes sense
9 for the Fair, but there needs to be a discussion between
10 the chair and the board member who's bringing it
11 forward.

12 So any questions or concerns about this policy?

13 REGGIE MUNDEKIS: Reggie. I like the policy,
14 and there's just a couple of typos which Summer will,
15 you know, be able to fix.

16 CEO RICHARDS: We found those too, Reggie,
17 we'll take care of that.

18 CHAIR RUVALCAVA-GARCIA: Yeah. We were
19 noticing when, you know, we keep it on track changes for
20 so long that when it accepts some of the changes, it
21 leaves double periods and things, so, yeah. Thank you,
22 Reggie.

23 Okay. Perfect. So Board policy 3.06, Board
24 Member Orientation and Training. So this policy
25 basically outlines the training requirements for the

1 Board of Directors. It also talks about the new
2 member -- or the new board member orientation that's
3 conducted by the CEO, which makes complete sense since
4 the CEO is the most comfortable with the day-to-day
5 operations of the organization.

6 There's also various Bagley-Keene Open Meeting
7 Act training, sexual-harassment training, that the Board
8 chair is also responsible for making sure that we get
9 taken care. And just to let everybody on this call
10 know, we are in the process of trying to get a
11 three-hour Bagley-Keene Open Meeting training scheduled.
12 So we are well along the way of getting that done.

13 So any questions or comments on this one?

14 REGGIE MUNDEKIS: Reggie. No comment or
15 questions.

16 CHAIR RUVALCAVA-GARCIA: Perfect.

17 DIRECTOR LA BELLE: Natalie, this is -- this is
18 Doug. Just a comment. From time to time I've chatted
19 with Michele about group training in total. In terms
20 of -- and it goes back to in the early days I think
21 Ashleigh and I and a couple of others might have been on
22 the Board, but in addition to the Bagley-Keene training,
23 I find it very helpful.

24 Let's just use sexual harassment as one. If,
25 you know, we obviously do the online training through

1 CDFA, but I think a presentation by our insurance
2 authority, you know, that handles all of our risk
3 management where all the board members can participate
4 at once, again, in each of the training sessions, maybe
5 at on-going basis, maybe one time a year.

6 I find it very helpful to get other board
7 members' comments on a given issue. We all ask
8 different questions, have different thoughts, different
9 concerns. And I think it's beneficial to have these
10 training sessions interactive as a board and not just
11 sitting at a computer and doing online training.

12 So I think that -- that I'd like to somehow
13 interject that into the policy. You know, maybe
14 whenever and wherever possible to have, you know, a
15 board training session relative to each of the mandatory
16 things that were required to be trained in would be done
17 as a -- as a board's -- as a board session, Bagley-Keene
18 notice board session. So those are my thoughts. I'd
19 like to hear what anybody else has to say.

20 CHAIR RUVALCAVA-GARCIA: Well, I think
21 that's -- I mean we can definitely bring that to the
22 Board for discussion. I know that CDFA would like to
23 have the Bagley-Keene training done in a group setting.
24 They actually wanted to have it done at our next board
25 meeting, but we are not doing that because it's a

1 three-hour training.

2 So that on top of a normal board meeting just
3 wouldn't work. I don't think it will be ideal. But we
4 are definitely going to have at least one of these
5 trainings as a group, and also with some of our peers
6 from other fairs. So -- but we'll definitely bring this
7 to the Board as a question, Doug, during the review of
8 this policy, so thank you.

9 DIRECTOR LA BELLE: Thank you.

10 CHAIR RUVALCAVA-GARCIA: All right. So any
11 other questions on this policy? Hearing that there are
12 none, we're going to go ahead and move on to Board
13 policy 3.07, which is Board Self-assessment. And I'm
14 just going to say I -- I don't really know how this
15 would go, but it's good that we have the policy in here,
16 but it does require that our board members assess
17 themselves annually.

18 And I think the most interesting part, and
19 probably the most useful part of this policy, is that
20 the CEO also has the opportunity to provide feedback on
21 a board member's legal engagement, which I always think
22 is helpful because there's always room for improvement
23 in anything that you do, at least I think so.

24 So any questions or concerns about this policy?

25 REGGIE MUNDEKIS: Hi. This is Reggie. I don't

1 have any questions or concerns, and thank you for
2 bringing this policy forward.

3 CHAIR RUVALCAVA-GARCIA: Thank you, Reggie.
4 Yeah. I -- I like this policy. So it'll be -- it'll be
5 a good one to see. I want to see what the Board's
6 feedback is on this too. Okay. Great. I think we just
7 finished section three, so now on to section five.

8 All right. So 5.01, Appointment and Removal of
9 the CEO. So this policy is pretty straightforward, and
10 we actually utilized this policy last year, not in its
11 current form, but, I mean, it's basically the format
12 that was used when we made our transition with our new
13 CEO, Michelle Richards.

14 So if there are any questions or comments, I
15 think the process that we used during that time worked
16 pretty effectively, and the full board was very engaged
17 with the process but definitely open to additional
18 comments.

19 REGGIE MUNDEKIS: Hi. This is Reggie. I don't
20 have any comments on this policy.

21 CHAIR RUVALCAVA-GARCIA: Thanks, Reggie. Doug,
22 Barbara, any questions?

23 DIRECTOR LA BELLE: None from my end, Natalie.

24 CHAIR RUVALCAVA-GARCIA: Okay. Great. Thank
25 you. So moving on to policy 5.02, CEO and Staff

1 Accountability. So the purpose of this policy is to
2 outline the accountability and proper report
3 relationship among the CEO, 32nd DAA staff, and the
4 Board. This is a very straightforward policy, and I
5 think I alluded to it earlier in the other set that we
6 were looking at, but this basically highlights the fact
7 that the CEO works directly with the Board of Directors,
8 and staff reports directly to the CEO.

9 So unless the -- there is no oversight from the
10 Board on anybody other than the CEO. And as you know,
11 the Board is not an operational board. We are focused
12 on policies and other issues of the Board -- or of the
13 Orange County Fair and Event Center.

14 Any questions or concerns about this policy?

15 REGGIE MUNDEKIS: I don't -- hi, this is
16 Reggie. I don't have any comments or concerns.

17 CHAIR RUVALCAVA-GARCIA: All right. Thanks,
18 Reggie. Okay. Great. So we're going to go ahead and
19 move on to 5.03, Delegation of Executive Authority. So
20 this policy, not much changed into this one. It is very
21 clear that there's delegated authority on various things
22 to the CEO from the Board of Directors. And I also want
23 to highlight if ever some of the -- if ever there are
24 things -- if there is ever a thing that is not working,
25 the Board does have the discretion to go back at any

1 time to make adjustments to the authority that's been
2 delegated to the CEO.

3 And, as you know, we are a public agency, so
4 transparency is key, and these policies are intended to
5 help that. So any questions? This is a pretty long --
6 okay. And I know we have one comment from Reggie on the
7 emergency stakeholder -- or situations. Which is on
8 page three.

9 REGGIE MUNDEKIS: Yes. Hi, this is Reggie.
10 I'm referring to the emergency situations on page three.
11 There's a margin comment asking if the language is
12 necessary given the authority of the district to bypass
13 the 10-day meeting requirement in an emergency
14 situation.

15 And I think that we need this language because
16 there are emergencies where you do need to call an
17 emergency meeting, such as a natural disaster, where you
18 want to get the Board together to figure out what you're
19 doing next after the natural disaster. And then there
20 are emergencies where the CEO has to act quickly or, you
21 know, to -- to fix something so there's not a greater
22 problem or needs to quickly make a decision which is out
23 of the ordinary and then can inform the Board afterwards
24 and is not something that's going to necessarily arise
25 to calling a special emergency meeting.

1 And two examples I stated are things that
2 actually happened. A water main break at the Pac Amp
3 the day before the Fair opens, you know, you really
4 don't need an emergency meeting for that. The CEO just
5 needs to get it fixed and then tell the Board what
6 happened and that it was fixed. And then a couple years
7 ago an airplane made an emergency landing on the 55
8 Freeway -- I think it was a Sunday night, and the
9 airplane was -- was non-functional at that point. I
10 think the engine had crapped out.

11 So the CHP headed towards the fairgrounds and
12 put into a parking lot which was not being used and that
13 was a call by the CEO. And that's not something that
14 you need an emergency board meeting for, you just need
15 to tell the Board, you know, what was done and why it
16 was done. So I think we do need to have that language
17 in there because there are things that the CEO needs to
18 do quickly. And then some things we will need an
19 emergency board meeting for.

20 CHAIR RUVALCAVA-GARCIA: Reggie, is it your
21 sense that this language limits the authority of the --
22 of the CEO in emergency situations?

23 REGGIE MUNDEKIS: No. I think it -- I think it
24 let's the CEO act in emergencies to -- to protect life
25 and property and take an appropriate reaction. And how

1 about we let Michele talk?

2 CEO RICHARDS: Well, I definitely remember both
3 of those situations that you refer to, Reggie. I think
4 what might clarify it is that in those -- both those
5 situations that you were talking about, those were
6 operational emergencies. You know, we've got a main,
7 you know, a main water line that -- that breaks the day
8 before the Fair.

9 That's not a policy issue. That's an
10 operational issue for which the CEO already has
11 authority to make those decisions. Even the plane
12 landing on the freeway and needing to be towed onto the
13 fairgrounds for, know you, an emergency purpose, that's
14 operational. In those cases, the CEO already has
15 authority, but the -- I think this would involve
16 emergency situations over which the Board has authority.

17 So I don't -- I don't have a problem putting it
18 in at all. I think it's very clear, and it gives great
19 direction. And, of course, even if an operational
20 emergency, I would always follow these steps and have
21 followed these steps. I think I was just trying to
22 refer to, you know, whether it needed to be included
23 because of the Board's ability, you know, in an
24 emergency situation to bypass the 10-day meeting
25 requirement because not every emergency requires the

1 Board's action.

2 In fact, most of our emergencies are operations
3 related. You know, just like the recent fires that we
4 had. While I kept the Board apprised of, you know,
5 every day on an update regarding the -- the large animal
6 evacuation, that was an operational emergency not, you
7 know, not a board emergency. So I don't know if that
8 clarifies it. I don't have any problem keeping it in at
9 all. I think it's very clear. I just added that
10 question just because, you know, there still is that
11 built-in authority for the Board to have an emergency
12 meeting. So --

13 CHAIR RUVALCAVA-GARCIA: Michele, at the very
14 least, I think it might be a good thing to keep in for
15 the Board to review and discuss.

16 CEO RICHARDS: Sure.

17 CHAIR RUVALCAVA-GARCIA: Because I think that
18 sometimes there is a misconception that the Board needs
19 to be aware and act on everything even operational
20 stuff, and this might be a good reminder that that's not
21 really our role. It's good to be involved in, you know,
22 the communication aspect of it --

23 CEO RICHARDS: Right.

24 CHAIR RUVALCAVA-GARCIA: -- we hear it on the
25 news, but I think it's still a good reminder. And maybe

1 somewhere in this language we'll be adding
2 "operational," so that's clear.

3 CEO RICHARDS: Uh-huh. Good.

4 CHAIR RUVALCAVA-GARCIA: Doug, any comments on
5 that?

6 DIRECTOR LA BELLE: Natalie, if I could just
7 add a comment. In my past life, obviously, city
8 managers at the Board, CEO has authority in terms of
9 expenditure of funds, et cetera, et cetera. Beyond that
10 if a current situation exceeds your expenditure
11 authority, if you have to award a contract that exceeds
12 the amount that you're authorized to approve, what would
13 occur in that particular situation, and, obviously, you
14 can't wait for a counsel meeting to repair a sewer line
15 that has burst in the middle of the main intersection in
16 town.

17 You have to go out, do it, get it done. And
18 the way the procedure was set up there is that the city
19 manager had that responsibility but then you would go
20 back and report at the next duly noticed counsel
21 meeting, the actions you took, why you took it on an
22 emergency basis. So I just throw that out as, you know,
23 I'm not sure exactly how that would incorporate into the
24 policy, but I think that's basically when something
25 occurs that exceeds Michele's or staff's operating

1 authority under the approved budget then there needs to
2 be mechanism where obviously you do it, but then the
3 Board is made fully aware of what the action was at the
4 next Board meeting and the public as well. That's my
5 thought.

6 CEO RICHARDS: I can red line both of those
7 suggestions, Natalie, for discussion at the Board
8 meeting on the 19th, so it'll be added to this.

9 CHAIR RUVALCAVA-GARCIA: Great. Yeah. Let's
10 do that.

11 CEO RICHARDS: Okay.

12 CHAIR RUVALCAVA-GARCIA: Because I think there
13 might be -- you and I briefly talked about this, and I
14 think there might be some confusion, because the reason
15 it was there, you know, there were some other concerns
16 too about other types of events, although that's an
17 emergency situation, but definitely good to bring up.
18 Okay. So any additional questions on this policy?

19 Okay. So hearing that there are none, we're
20 going to move on to 5.04, CEO Compensation and
21 Benefits. And I believe we did have a public comment on
22 this item.

23 REGGIE MUNDEKIS: Yes. Hi, this is Reggie.
24 This policy is always a little bit tricky because
25 everybody's a state employee including the CEO, and

1 there were some comments and issues. Some comments
2 raised about how do we align this with code. Since
3 there is -- there are state procedures for setting
4 salary. And the way that I see it, as the 32nd DAA is a
5 state institution, what's the simplest way of writing a
6 policy stating the compensation and benefits of
7 CEO/manager is determined by input of the Board members
8 and within the framework established by the State.

9 Because the Board does have input and -- into
10 the salary and compensation of the CEO. And there's a
11 framework by the state that says, okay, here's your
12 salary ranges, here's the types of benefits available,
13 you know. So how do we correct the policy that let's us
14 do that without writing something that's so confusing
15 and cumbersome? I'm just looking for a simple way to do
16 this and get us aligned in the right way.

17 CEO RICHARDS: Maybe if I could add a little
18 background to this. So I believe when this policy was
19 first drafted -- and it's included in some form in the
20 last policies as well -- the Board of Directors of the
21 DAAs in California had authority to set the CEO's salary
22 within the established salary range.

23 That changed sometime around a year, maybe 14
24 months ago, and so the Boards, while they can support
25 salary decisions by CDFA, boards no longer have

1 authority to set the salary of the CEO even within the
2 rage. That's dictated by CDFA. So it kind of makes
3 this language that was developed moot because
4 unfortunately the Board doesn't have that authority.

5 So I think this policy needs to be thoroughly
6 reviewed to make sure that -- that the Board understands
7 that CDFA sets those -- those salaries and establishes
8 where in the salary range the CEO falls. And the Board
9 has no authority over benefits either, so this may end
10 up in the end being a very, you know, very short policy.
11 So but most of this that is highlighted is not within
12 the Board's authority anymore. It was when, I believe,
13 when the Board -- the policy was first drafted but not
14 any longer.

15 CHAIR RUVALCAVA-GARCIA: And, Michele, is that
16 even if the employee came from outside of the state? I
17 think the rules might be a little different because I
18 think the difference with your position that you came
19 from within --

20 CEO RICHARDS: Yes.

21 CHAIR RUVALCAVA-GARCIA: And other CEOs have
22 come from outside of the -- of California.

23 CEO RICHARDS: Right. If -- if an employee has
24 worked outside of the state's system prior to being
25 appointed, the salary can be set in comparison to the

1 salary that they were earning, you know, in the private
2 sector. But still the Board can recommend a, you know,
3 where on that salary range that, you know, that the
4 offer could be made. But you're right, Natalie, that's
5 not the case if someone comes from within the state
6 system.

7 CHAIR RUVALCAVA-GARCIA: Yeah. And I think the
8 important thing also -- and we'll have this
9 discussion -- I think this is a good one to bring before
10 the Board with all the questions that were presented by
11 Reggie and others is at least to give the Board the
12 opportunity to support, you know, increase in pay or
13 whatever might need to be done or advocate for the
14 CEO --

15 CEO RICHARDS: Right.

16 CHAIR RUVALCAVA-GARCIA: -- to get their pay.

17 CEO RICHARDS: Yeah. And I -- I -- I
18 appreciate all of that. Thank you, everybody, for your
19 support. What might be helpful is between now and the
20 Board meeting, I can work with CDFA on specific language
21 and red line this even further rather than just, you
22 know, highlighting it and saying, you know, we can't do
23 this. Well, what can the Board do? What is the
24 Board's, you know, flexibility in this, and I'll add
25 some red line comments that might help in that

1 discussion.

2 CHAIR RUVALCAVA-GARCIA: Okay. Perfect.

3 DIRECTOR LA BELLE: Natalie, this is Doug.

4 Michele, what led to CDFA making that change? Where did
5 they get the authority to -- to do that?

6 CEO RICHARDS: Yeah.

7 DIRECTOR LA BELLE: Was it a legislative
8 action? What was it?

9 CEO RICHARDS: You know, I don't know, but I'll
10 ask that question, Doug. They didn't ask me. Let's put
11 it that way. I don't know where that was coming from.
12 I don't believe it was legislative action. I think it
13 was, you know, action on the part of CalHR. You know,
14 even above and beyond CDFA. But I'll get the answers to
15 all of that and make notes on this for the, you know,
16 the discussion at the November board meeting.

17 DIRECTOR LA BELLE: Thank you.

18 CEO RICHARDS: Yeah. All that to say that this
19 one needs more work, right?

20 CHAIR RUVALCAVA-GARCIA: No -- and, Reggie, I
21 appreciate your feedback on -- on simplifying it a
22 little bit as well, so thank you. We'll definitely take
23 that into consideration at the Board meeting.

24 CEO RICHARDS: Yeah. I think the policy just
25 needs to be really clear about what the -- what the

1 scope of the Board's authority is. Toward compensation
2 and benefits. And I think that's a good word, Natalie,
3 you know, to support those decisions, but unfortunately,
4 at this point, the Board doesn't have authority to
5 enact, you know, any -- any salary decisions.

6 CHAIR RUVALCAVA-GARCIA: Yeah. And I'll take a
7 look at it too. And Tammy, if -- do you have any
8 comments, or, you know, do you think that your team
9 might be able to look at it and see if there's a way to
10 modify or simplify it a little bit?

11 TAMMY LOHR: Yeah. I think so. I think, you
12 know, Michele's suggestion of working with CDFA on doing
13 some red line edits would be really effective. We can
14 always take the first cut of that and then base- -- and
15 then provide that to Michele and then she can review
16 that with CDFA if that works for you guys --

17 CEO RICHARDS: Actually --

18 TAMMY LOHR: It can be a change since our
19 initial draft.

20 CEO RICHARDS: That would be helpful, Tammy.

21 TAMMY LOHR: Sure.

22 CEO RICHARDS: I know you're -- you're very
23 familiar with the structure at CDFA, so yeah, that would
24 be really helpful.

25 TAMMY LOHR: Absolutely. We'll do that.

1 CHAIR RUVALCAVA-GARCIA: Perfect. Thank you.
2 All right. Any additional comments on this policy? So
3 hearing that there are none, we're going go ahead and
4 move on to 5.05, CEO Performance Evaluation. This
5 policy mainly was put in place so that we can ensure
6 that the CEO gets consistent performance evaluations
7 from the Board.

8 We found that in the past it was inconsistent,
9 there were not a lot of records. We want to make sure
10 that we're providing useful feedback to the CEO on
11 performance. So any questions on this one?

12 REGGIE MUNDEKIS: Hi, this is Reggie. I don't
13 have any comments on this. Thank you.

14 CHAIR RUVALCAVA-GARCIA: Thanks, Reggie. Okay.
15 Perfect. All right. We'll go ahead and move on to
16 5.06, Emergency CEO Succession. So this is if there
17 happens to be an issue with the CEO and we need to
18 quickly make some modifications. This just outlines the
19 procedures or policies that the Board can take. Very
20 short and straightforward. Any questions on this one?

21 REGGIE MUNDEKIS: I like the policy. And a
22 question that I just came up with on this is: Is there
23 a provision somewhere for a temporary CEO or an acting
24 CEO in case -- for instance, a CEO will remain CEO
25 after, say, a two-month absence for personal or other

1 reasons, and we just want to have someone in place to be
2 the (inaudible) the temporary CEO. So I don't know if
3 that would be covered by this policy or something -- or
4 another policy, but thank you for doing this.

5 CHAIR RUVALCAVA-GARCIA: And that's a great
6 question. Thanks, Reggie. So this just -- this policy
7 is mainly speaking or looking at if the CEO leaves but
8 not for temporary -- but right now, Michele, I think the
9 process is if you go on vacation or you delegate
10 authority to either your chief operating officer or your
11 chief marketing office; is that correct?

12 CEO RICHARDS: That's correct. Yeah.

13 CHAIR RUVALCAVA-GARCIA: So, you know, I -- to
14 Reggie's point, I think we should consider putting
15 something in on a temporary basis and see if the Board
16 would like to have a discussion on that. You know,
17 because I think it's one thing for vacation coverage but
18 it's probably another if there is, like, a long-term
19 disability. So maybe that's something you can look at.

20 CEO RICHARDS: There's a sentence here. I
21 don't know if this is complete or -- or clear enough,
22 but at the end of the last paragraph, "Should the Board
23 be required to appoint an interim CEO, it will make such
24 appointment in accordance with the notice and reporting
25 requirements of the Bagley-Keen Open Meeting Act."

1 CHAIR RUVALCAVA-GARCIA: Okay. That -- yeah,
2 that -- okay. That should cover it, I think.

3 REGGIE MUNDEKIS: This is Reggie. My question
4 is slightly different than the appointment of an interim
5 CEO because my interpretation of the appointment of an
6 interim CEO is that the prior CEO is permanently gone
7 from the fairgrounds, and we're putting some -- we're
8 appointing an interim CEO until a decision can be made
9 as to who is the permanent CEO.

10 My -- the question -- the issue I'm raising is
11 different because I'm -- we have a CEO who needs to
12 leave for -- for several months perhaps but it's going
13 to return at the end of several months to resume being
14 permanent CEO. So we have a person in that period who
15 is acting as CEO and is not going to be appointed
16 permanent CEO because the permanent CEO is coming back
17 after that absence.

18 So how do we handle that? Would that just be a
19 delegation of authority situation, or would the Board
20 want to appoint a term-limited acting CEO? There's a
21 number of ways of handling it and just -- because I see
22 that situation coming up for a number of issues, and,
23 you know, it -- because there's also HR consideration,
24 as far as someone took a leave of absence for a number
25 of reasons allowed under -- you know, allowed by HR and

1 they're -- they're coming back to the same job after
2 that.

3 So that's -- that's maybe a different
4 conversation than this because this is succession
5 policy, but really that's something that we need to talk
6 about.

7 CEO RICHARDS: Yeah. This -- you know the last
8 paragraph also requires that the Board develop a written
9 emergency plan that is reviewed at the October annual
10 meeting, and it's revised when needed. And it says that
11 the plan addresses unplanned, short-term absences of
12 three months or less as well as long-term or permanent
13 absences.

14 So that may be the place where the Board
15 develops more specifics, you know, if this -- if this is
16 the case then this is what we'll do, you know. If this
17 is the case, you know, we'll go to plan B.

18 REGGIE MUNDEKIS: That could work. That could
19 work. As long as it gets done somewhere.

20 CEO RICHARDS: Right.

21 REGGIE MUNDEKIS: Yeah.

22 CEO RICHARDS: And this -- this may be -- I
23 might suggest, Natalie, that I know that you mentioned
24 in the last board meeting about the Board discussing
25 stategic planning and that may be part of that stategic

1 planning process is what is that, you know, that written
2 plan, transition plan.

3 CHAIR RUVALCAVA-GARCIA: Yeah. I think that --
4 I mean we should definitely have that in the strategic
5 planning session, but I think it may not be -- it
6 actually might be a great idea to stick it into 5.01.
7 We have appointing the CEO, removing the CEO, and maybe
8 we add here -- and, Tammy, I'm open to your -- your
9 suggestions here.

10 But, you know, appointing an interim CEO and
11 maybe we outline what that looks like because if it's
12 beyond a three-month period, I don't think the
13 delegation of authority -- the Board -- I think it kind
14 of takes away from the Board's oversight if that
15 delegation of authority is given to somebody else
16 without the Board actually having a say.

17 And, Doug, I don't know if you -- what are your
18 thoughts on that?

19 DIRECTOR LA BELLE: Natalie, I would agree with
20 your thought on that. I think at some point in time, if
21 it's going to be an extended period of time that the
22 individual is going to be gone, I think the Board should
23 have the ability to step in and make that decision as to
24 who the interim CEO is going to be.

25 It may very well be one of the individuals

1 identified in the succession plan, but I think the Board
2 needs to -- we need to make it clear that it's the
3 Board's authority at that point in time. But I think
4 you can handle it maybe in both areas you can handle it
5 in the policy and then, you know, we could work on
6 Michele's suggestions to do it as a part of our annual
7 responsibility.

8 CHAIR RUVALCAVA-GARCIA: Yeah, and you know
9 I -- and the only reason I think we need to include it
10 in the policy is because it's my hope that the Board
11 will utilize the policies to come up with the stategic
12 planning. And I really think that they need to go hand
13 in hand because then we'll have two documents that sort
14 of are living separate lives. And I think we need to
15 avoid that. So if we can --

16 DIRECTOR LA BELLE: Yeah. I agree with you,
17 Natalie.

18 CHAIR RUVALCAVA-GARCIA: Okay. Perfect. So we
19 will add that to Board policy 5.01, and then, yeah,
20 so -- and then we'll do it in (inaudible.)

21 CEO RICHARDS: And, Tammy, do you want to
22 suggest some language on that for us as well?

23 TAMMY LOHR: Sure. We can definitely do that.

24 CEO RICHARDS: Okay. Great. Thank you.

25 CHAIR RUVALCAVA-GARCIA: Okay. Thank you.

1 Thanks, Reggie. All right. So 5.07 -- I think this is
2 our last policy.

3 CEO RICHARDS: It is.

4 CHAIR RUVALCAVA-GARCIA: All right, everybody,
5 let's do this. All right. 5.07, CEO Event
6 Responsibilities. So the purpose of this policy is to
7 establish guidelines and expectations for the CEO
8 related to event-specific responsibilities, area of
9 focus include event logistics, event ticket
10 distribution, and fairground management.

11 And I know that there was a public comment on
12 this specifically in the area of distributing tickets to
13 neighbors for the Fair.

14 REGGIE MUNDEKIS: Yeah. Hi, this is Reggie.
15 The highlighted portion refers to a neighbor ticket
16 policy. Do we have a copy of that policy?

17 CEO RICHARDS: Yes, we do.

18 REGGIE MUNDEKIS: Okay. So it's written. It's
19 just not verbal.

20 CEO RICHARDS: No. It's not verbal.

21 REGGIE MUNDEKIS: Okay. Because the reason I
22 ask that is that each year when the tickets are given to
23 the neighbors, I get the unhappy people who -- who claim
24 that somehow the boundary for who does and doesn't
25 receive discounted tickets has changed, and I'm like,

1 you know, you need to talk to the fairgrounds about that
2 because, you know, so --

3 Okay. So there is a written policy on that.
4 Just a couple other things, under the -- on page three,
5 under Application of Policy --

6 CEO RICHARDS: Yes.

7 REGGIE MUNDEKIS: It refers to Grandstand
8 Arena, which is the old name for Action Sports Arena,
9 and these names of venues change over the years --
10 just -- I get that. So it's neat and tight. As far as
11 the issue regarding FPPC, you got -- and the lifetime
12 passes, work that out with them, as far as what they
13 want to do.

14 CEO RICHARDS: Are you talking about here?

15 REGGIE MUNDEKIS: Yes. Right. "Responsible
16 management of lifetime credentials" -- you need to work
17 that out with the FPPC.

18 CEO RICHARDS: Yeah, yeah.

19 REGGIE MUNDEKIS: Because that was -- that may
20 have been around at one time, and they changed their
21 thinking on it -- or whatever, but just work that out
22 with them and figure out how -- if they say no more
23 going forward, how -- you know, if the remaining ones
24 that are outstanding will be valid.

25 CEO RICHARDS: Yeah.

1 REGGIE MUNDEKIS: And then on page seven, where
2 there's the list of -- under --

3 CEO RICHARDS: Sorry. Here?

4 REGGIE MUNDEKIS: It's okay. It's okay.

5 CEO RICHARDS: Here we go.

6 REGGIE MUNDEKIS: Yes. Under "fairgrounds
7 management leasing policy," we want to add "comply with
8 high-profile events policy" to the bulleted list.

9 CHAIR RUVALCAVA-GARCIA: I don't have any
10 objections to that. Do you, Michele?

11 CEO RICHARDS: Not at all, no.

12 REGGIE MUNDEKIS: Okay. Okay. And when I read
13 the ticket policy, it seemed to be the existing ticket
14 policy. No -- no changes within that section as far as
15 distribution of tickets sent out and the allowable
16 number of tickets per person.

17 CEO RICHARDS: That's correct. And that's in
18 compliance with FPPC. Yeah. I think -- I think we
19 covered everything.

20 CHAIR RUVALCAVA-GARCIA: Okay. Perfect.

21 CEO RICHARDS: I think we're good.

22 CHAIR RUVALCAVA-GARCIA: We're good. Any
23 informational items? Is there anything to add? If
24 there are none, I -- I will would go ahead and adjourn
25 this meeting.

1 CEO RICHARDS: I think we need to have a
2 ceremonial moment, right, about getting through all the
3 policies. Congratulations Chair Ruvalcava-Garcia and
4 Director Bagneris. That's awesome. That's a lot of
5 hard work, and thank you to Moss Adams.

6 DIRECTOR BAGNERIS: This is Director Bagneris,
7 and I just heard what you said and even though I'm busy
8 doing some work that my boss says I must complete, I
9 want to thank you, Michele. I want to thank our chair,
10 Ruvalcava-Garcia, for what you've done to help get us to
11 this point. We've been doing this for a long time. It
12 was implemented when I was chair. It went through
13 Director Ruiz's time as chair, and now we are finally
14 finishing it up.

15 I want to thank everybody who has helped in
16 this process. I really appreciate the comments that are
17 coming from Reggie, which really helps us to see clearly
18 that we were on the right -- right path in a lot of
19 these areas. Thanking Doug for his input. This is a
20 great accomplishment and for us to get this to the Board
21 and finally get these approved policies in place is
22 huge. We ought to have some type of celebration when we
23 can all get back together, so thank you.

24 CHAIR RUVALCAVA-GARCIA: Yeah, no, I agree.
25 Well said, Director Bagneris. I -- I think I remember

1 it was last summer when we actually had a special
2 Saturday meeting just to approve the RFP for Moss Adams,
3 so thank you to Moss Adams for keeping us focused and
4 getting us to this point, you know. And also to members
5 of the public for, you know, hanging on with us and --
6 and providing very thoughtful feedback which is helpful
7 to us because in order to maintain a transparent
8 process.

9 We really need engagement from the public, so I
10 appreciate you taking the time to do that. And then, of
11 course, to staff for just, you know, basically making us
12 look good when we're going through all of these
13 processes and keeping us focused and making sure that we
14 have all the resources that we need, so thank you.

15 DIRECTOR BAGNERIS: Let me just say one more
16 thing, and I want to call out Summer because she takes
17 all this and she makes it look the way it should look,
18 so I appreciate what she does in the back as well.

19 SECRETARY ANGUS: Thank you.

20 DIRECTOR LA BELLE: Natalie, this is Doug.

21 CHAIR RUVALCAVA-GARCIA: Sorry. Oh, go ahead.

22 DIRECTOR LA BELLE: I -- I just wanted to ditto
23 Barbara's comments and everybody else's comments. You
24 and Barbara, Michele, staff, Moss Adams, and Summer, you
25 guys did the heavy lifting, and I've been through these

1 processes before, and it's a very, very work-intensive
2 effort. And as one board member I certainly want to
3 congratulate the committee, staff, Moss Adams, for all
4 your hard work, and I think the final product is
5 excellent. And thanks again so much, and yeah, we do
6 need to have some sort of celebration when -- when we
7 can get together again. So we'll figure that one out.
8 Alrighty. Thanks.

9 CHAIR RUVALCAVA-GARCIA: And I think, too,
10 Michele, when we get the Board to comment and approve
11 these policies -- or not -- not get the Board. When we
12 present these to the Board and the full Board has an
13 opportunity to weigh in on our contribution to this with
14 all of our public comments and everything else from this
15 workshop and we take it forward and vote on it and we
16 can actually get this across the finish line, I think it
17 will definitely be worth, you know, celebrating at that
18 Board meeting.

19 So if we can do something there, and the other
20 thing I just want to mention is as the Board is adopting
21 new policies, are we ensuring that they're being updated
22 or added to the governance process because that's one
23 thing I'm kind of -- you know, as a member of the audit
24 committee, you know, I know when we were able to get
25 many of the audits complete, every time we do that, we

1 have to respond to our auditor.

2 And we have an audit coming up soon. I'm not
3 sure that all of those policies are actually being
4 reported, so I just want to make sure that they also get
5 reported. So if we can discuss what that process would
6 look like at the Board meeting, because I just want to
7 make sure that we're keeping everything, you know, up to
8 date.

9 CEO RICHARDS: Yes. So as -- as the groups of
10 policies are being approved by the -- the full board,
11 we're noting that on each individual policy. When it
12 was adopted by the Board. When it went into effect. So
13 and then we'll be creating policy manuals for staff and
14 each board member and then we'll be posting those
15 policies on the -- on the website as well, so that
16 everybody will have access to, you know, to the new
17 policies. So an old policy stays in effect until a new
18 policy is adopted to take its place. So everything
19 we're doing is being dated, when it was -- it
20 received approval from the full Board, so, yeah.

21 CHAIR RUVALCAVA-GARCIA: Well, thank you. Are
22 there any final comments from anybody on this call?
23 Anything, feel free --

24 DIRECTOR LA BELLE: Natalie, I just want one
25 thought. That discussion raised an item with me, and I

1 think the Board can discuss it. Way back when, being
2 the old guy, in my early days on the Board, Steve
3 Beazley was the CEO at the time, and there used to be --
4 maybe Reggie remembers -- there used to be an attachment
5 to the monthly staff's agenda or board agenda that had a
6 two- or three-page review.

7 And it basically was reaffirming that the
8 action we were doing on such and such was in compliance
9 with board policy so on and so on and so on. Somehow at
10 some point in time, I can't remember exactly when, that
11 process stopped. It may have been in a transition
12 from -- from Steve to Jerome and then Doug on an interim
13 basis. Maybe we could go back and research why we quit
14 doing that, and is there any benefit to doing that on a
15 go-forward basis? Reggie do you have any thoughts on
16 that?

17 REGGIE MUNDEKIS: First, I'd like to thank
18 everybody for their work on this process. It's very
19 important, and we're in such a much better place than we
20 were, as far as policies, so thank you, everyone, on
21 this. And, Doug, I don't remember that, but let me go
22 and look in my archives for old agenda packets and see
23 if I can find an example of what you are referencing, so
24 thank you guys.

25 CEO RICHARDS: And, Doug, we can certainly do

1 that on our end too. I -- I'm not familiar with what
2 you're describing, but maybe we can have a conversation
3 off line. You can give me a few more details. I know
4 that the Board policies are -- are included in the --
5 when we used to meet in person and you all had your
6 binders.

7 At each meeting, the policies were included in
8 those binders, so I'll go back. Summer and I will do a
9 little recognition work too and see if we can see what,
10 you know, what you might be referring to because it
11 sounds like a good document anyhow.

12 DIRECTOR LA BELLE: And I don't know that it's
13 really beneficial in terms of the -- of the time and
14 effort, but it's at least worthy of going back and kind
15 of revisiting what we did and why we did it.

16 CEO RICHARDS: Yeah, yeah.

17 DIRECTOR LA BELLE: I can give you some
18 additional thoughts if they materialize in my brain.
19 Okay.

20 CEO RICHARDS: There are also a set of
21 operational policies that -- that we have collected from
22 the past several years. Like, for example, the
23 no-smoking policy that the Board adopted. The
24 cannabis-event policy. The high-profile event policy.
25 We are formatting all of those policies into a Group 6

1 policies. They've already been adopted by the Board,
2 but we'll include all of those in the finished manual so
3 that the Board has a complete set of, you know, of
4 everything that's been adopted in the past as well.

5 REGGIE MUNDEKIS: Thank you.

6 CEO RICHARDS: Natalie, you're muted.

7 CHAIR RUVALCAVA-GARCIA: I'm telling you, I do
8 that at least once a day. I live on Zoom now. So I
9 just want to wish everybody a wonderful weekend, and be
10 well, so thank you.

11 (Whereupon, the OCFEC Governance Committee
12 Workshop was hereby adjourned at 10:03 a.m.)

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1 CERTIFICATE

2 OF

3 CERTIFIED SHORTHAND REPORTER

4 * * * *

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6

7 The undersigned Certified Shorthand Reporter of the
8 State of California does hereby certify:

9 That the foregoing Proceeding was taken before me
10 at the time and place therein set forth.

11 That the statements made at the time of the
12 Proceeding were recorded stenographically by me and were
13 thereafter transcribed, said transcript being a true and
14 correct copy of the proceedings thereof.

15 In witness whereof, I have subscribed my name, this
16 date: 11/16/2020

17

18

19 *Patricia Garrido*

20

21 Patricia Garrido, CSR No. 14364

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23

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O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

1	6	38:19 41:7,23 added 13:14 25:9 27:8 44:22 adding 26:1 addition 17:22 additional 12:2 14:3 20:17 27:18 33:2 47:18 additions 12:10 14:18 addresses 36:11 addressing 10:3 adjourn 41:24 adjourned 48:12 adjustments 22:1 adopted 14:25 45:12,18 47:23 48:1,4 adopting 44:20 advise 8:17 advocate 30:13 Ag 8:15,18 9:20, 21 agency 22:3 agenda 5:5,8 6:10 10:14 15:23,24,25 16:2,4,8 46:5,22 Agendas 15:19 agree 14:21,23 37:19 38:16 42:24 agricultural 4:1 9:3 agriculture 5:11 8:4,6,10,24 ahead 4:10,23 6:8 7:9,10 9:2 11:9 12:3,25 14:8 15:18 19:12 21:18 33:3,15 41:24 43:21 airplane 23:7,9 align 8:24 9:2 28:2 aligned 13:18 28:16	Allegiance 5:14, 15 allowable 41:15 allowed 6:10 35:25 alluded 21:5 Alrighty 44:8 amendment 11:11 amount 26:12 Amp 23:2 Angus 5:22,25 6:3 11:20,25 12:16 43:19 animal 25:5 annual 36:9 38:6 annually 19:17 answers 31:14 anymore 29:12 Application 40:5 appoint 34:23 35:20 appointed 29:25 35:15 appointing 35:8 37:7,10 appointment 20:8 34:24 35:4, 5 apprised 25:4 approval 45:20 approve 26:12 43:2 44:10 approved 27:1 42:21 45:10 archives 46:22 area 39:8,12 areas 38:4 42:19 Arena 40:8 arise 22:24 Ashleigh 17:21 aspect 25:22 assess 19:16 assign 12:8	assigns 12:6 ASSOCIATION 4:1 attachment 46:4 attending 4:12, 19 attention 10:20 audit 44:23 45:2 auditor 45:1 audits 44:25 authority 7:19 18:2 21:19,21 22:1,12 23:21 24:11,15,16 25:11 26:8,11 27:1 28:21 29:1, 4,9,12 31:5 32:1, 4 34:10 35:19 37:13,15 38:3 authorized 26:12 avoid 38:15 award 26:11 aware 9:10 25:19 27:3 awesome 42:4
2	9			
2020 4:4	A			
3	a.m. 4:5,9 48:12 abide 5:3 ability 24:23 37:23 absence 33:25 35:17,24 absences 36:11, 13 Absolutely 32:25 accepts 16:20 access 45:16 accomplishment 42:20 accordance 34:24 accountability 21:1,2 acknowledges 9:10 15:13 act 17:7 22:20 23:24 25:19 34:25 acting 33:23 35:15,20 action 5:6 6:12, 14 25:1 27:3 31:8,12,13 40:8 46:8 actions 26:21 Ad 12:8 Adams 6:23 7:2 42:5 43:2,3,24 44:3 add 9:18,25 10:13 11:1,2,9, 13,17 13:7 26:7 28:17 30:24 37:8			
4				
4 10:16				
5				
5 10:17				
5.01 20:8 37:6 38:19				
5.02 20:25				
5.03 21:19				
5.04 27:20				
5.05 33:4				
5.06 33:16				
5.07 39:1,5				
55 23:7				

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

conflict 14:9,11,16 conflicts 14:13 15:13 confusing 28:14 confusion 27:14 congratulate 44:3 Congratulations 42:3 consideration 31:23 35:23 considered 5:6,7,8 consistent 11:17 33:6 contract 26:11 contribution 44:13 conversation 36:4 47:2 conversational 4:24 copy 39:16 correct 13:15 28:13 34:11,12 41:17 counsel 26:14,20 counted 4:15 counts 5:18 County 4:2 5:10 7:3 21:13 County's 5:11 couple 16:14 17:21 23:6 40:4 cover 10:9,16 35:2 coverage 10:2 34:17 covered 10:6 34:3 41:19 crapped 23:10 creating 45:13 credentials 40:16 cumbersome 28:15	current 20:11 26:10 cut 32:14	14:5 17:17 19:9 20:23 26:6 31:3,7,17 37:19 38:16 42:4,6,13,25 43:15,20,22 45:24 47:12,17 D DAA 21:3 28:4 DAAS 28:21 date 45:8 dated 45:19 day 23:3 24:7 25:5 48:8 day-to-day 17:4 days 17:20 46:2 debate 6:10 decision 22:22 35:8 37:23 decisions 24:11 28:25 32:3,5 definition 9:25 10:6 definitions 11:3 delegate 34:9 delegated 21:21 22:2 delegation 7:19 21:19 35:19 37:13,15 denied 16:5 describing 47:2 details 47:3 determine 11:12 determined 16:7 28:7 determines 12:6 develop 36:8 developed 29:3 develops 36:15 dictated 29:2 difference 29:18 direction 24:19 directly 21:7,8 Director 4:17,18 5:25 6:1,2 10:23 11:21,22 13:10	duly 26:20 E earlier 21:5 early 17:20 46:2 earning 30:1 easiest 9:4,22 easy 9:8 edits 32:13 effect 45:12,17 effective 32:13 effectively 20:16 effort 44:2 47:14 ELDRIDGE 5:16 else's 43:23 discussion 11:12 15:15 16:9 18:22 27:7 30:9 31:1,16 34:16 45:25 dissolve 12:8 distributing 39:12 distribution 39:10 41:15 district 4:1 22:12 ditto 43:22 divided 14:24 doable 9:8 docket 6:14 document 47:11 documents 9:7 38:13 double 12:13 16:21 Doug 10:23 11:9,13 13:9 14:3 17:18 19:7 20:21 26:4 31:3,10 37:17 42:19 43:20 46:12,21,25 draft 32:19 drafted 28:19 29:13	Evaluation 33:4 evaluations 33:6 event 4:2 5:10 7:3 21:13 39:5,9 47:24 event-specific 39:8 events 27:16 41:8 everybody's 27:25 examples 23:1 exceeds 26:10,11,25 excellent 44:5 excuse 6:9 Executive 21:19 existing 41:13 expectations 39:7 expended 5:12 expenditure 26:9,10 extended 37:21 F fact 21:6 25:2 Fair 4:2 5:10 7:3 16:9 21:13 23:3 24:8 39:13 fairground 39:10 fairgrounds 23:11 24:13 35:7 40:1 41:6 fairs 19:6 falls 29:8 familiar 4:21 32:23 47:1 faster 5:16 feedback 8:22 11:9 19:20 20:6 31:21 33:10 43:6 feel 45:23 fellow 13:5 figure 22:18 40:22 44:7
---	--	---	--	--

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

<p>final 6:22 44:4 45:22</p> <p>finally 42:13,21</p> <p>find 17:23 18:6 46:23</p> <p>finish 7:5 44:16</p> <p>finished 20:7 48:2</p> <p>finishing 42:14</p> <p>fires 25:3</p> <p>fix 9:8 12:14 16:15 22:21</p> <p>fixed 23:5,6</p> <p>flexibility 30:24</p> <p>focus 39:9</p> <p>focused 21:11 43:3,13</p> <p>follow 24:20</p> <p>Food 8:3,6,10,15, 24 9:3</p> <p>form 20:11 28:19</p> <p>formal 4:23 6:13</p> <p>format 20:11</p> <p>formatting 47:25</p> <p>forward 13:25 15:7 16:11 20:2 40:23 44:15</p> <p>found 16:16 33:8</p> <p>FPPC 40:11,17 41:18</p> <p>framework 28:8, 11</p> <p>free 45:23</p> <p>freeway 23:8 24:12</p> <p>Friday 4:4,11 8:25</p> <p>front 13:17</p> <p>full 20:16 44:12 45:10,20</p> <p>fully 4:25 16:6 27:3</p> <p>funds 26:9</p>	<p>G</p> <p>gist 7:16</p> <p>give 7:12 10:2 30:11 47:3,17</p> <p>go-forward 46:15</p> <p>good 6:24,25 7:6 10:12 11:11,14 15:12 19:15 20:5 25:14,20,21,25 26:3 27:17 30:9 32:2 41:21,22 43:12 47:11</p> <p>governance 4:3, 12 7:4 14:11 44:22 48:11</p> <p>grammatical 12:16</p> <p>Grandstand 40:7</p> <p>great 8:22 10:8 12:20 14:7 20:6, 24 21:18 24:18 27:9 34:5 37:6 38:24 42:20</p> <p>greater 22:21</p> <p>group 17:19 18:23 19:5 47:25</p> <p>groups 45:9</p> <p>guide 6:19</p> <p>guidelines 39:7</p> <p>guy 46:2</p> <p>guys 32:16 43:25 46:24</p>	<p>hard 42:5 44:4</p> <p>headed 23:11</p> <p>hear 18:19 25:24</p> <p>heard 42:7</p> <p>hearing 12:2,24 14:7 19:11 27:19 33:3</p> <p>heavy 43:25</p> <p>helped 42:15</p> <p>helpful 14:1 17:23 18:6 19:22 30:19 32:20,24 43:6</p> <p>helping 7:2</p> <p>helps 42:17</p> <p>heritage 5:12</p> <p>high-profile 41:8 47:24</p> <p>highlight 12:20 13:13,21 15:2 21:23</p> <p>highlighted 29:11 39:15</p> <p>highlighting 7:17 30:22</p> <p>group 17:19 18:23 19:5 47:25</p> <p>groups 45:9</p> <p>guide 6:19</p> <p>guidelines 39:7</p> <p>guy 46:2</p> <p>guys 32:16 43:25 46:24</p>	<p>importantly 14:19</p> <p>improvement 19:22</p> <p>inaudible 34:2 38:20</p> <p>include 8:5 11:6, 16 38:9 39:9 48:2</p> <p>included 24:22 28:19 47:4,7</p> <p>including 27:25</p> <p>inconsistent 33:8</p> <p>incorporate 26:23</p> <p>increase 30:12</p> <p>individual 7:14 37:22 45:11</p> <p>individually 5:1</p> <p>individuals 37:25</p> <p>inform 22:23</p> <p>information 7:10</p> <p>informational 41:23</p> <p>initial 32:19</p> <p>input 6:17 28:7,9 42:19</p> <p>instance 33:24</p> <p>institution 28:5</p> <p>insurance 18:1</p> <p>intended 6:19 22:4</p> <p>interactive 6:15 18:10</p> <p>interesting 19:18</p> <p>interests 5:11</p> <p>interim 34:23 35:4,6,8 37:10, 24 46:12</p> <p>interject 18:13</p> <p>interpretation 35:5</p> <p>intersection 26:15</p> <p>involve 24:15</p>	<p>involved 14:16 25:21</p> <p>issue 10:20 18:7 24:9,10 33:17 35:10 40:11</p> <p>issues 6:10 12:18 13:18 14:21 15:9 21:12 28:1 35:22</p> <p>item 5:7 6:14,22 11:12 27:22 45:25</p> <p>items 5:7 6:12 7:10 15:24 41:23</p>
	<p>H</p> <p>hand 38:12,13</p> <p>handle 14:12 35:18 38:4</p> <p>handles 18:2</p> <p>handling 35:21</p> <p>hanging 43:5</p> <p>happened 23:2,6</p> <p>happy 4:11</p> <p>harassment 17:24</p>	<p>I</p> <p>idea 10:8 37:6</p> <p>ideal 19:3</p> <p>identified 38:1</p> <p>identifies 11:5</p> <p>implemented 42:12</p> <p>important 13:2, 20 14:19,22 15:2 30:8 46:19</p>		<p>K</p> <p>keeping 25:8 43:3,13 45:7</p> <p>key 22:4</p> <p>kind 11:4 29:2 37:13 44:23 47:14</p>
			<p>L</p> <p>La 4:17,18 6:1,2 10:23 13:10 14:5 17:17 19:9 20:23 26:6 31:3,7,17 37:19 38:16</p> <p>interests 5:11</p> <p>interim 34:23 35:4,6,8 37:10, 24 46:12</p> <p>interject 18:13</p> <p>interpretation 35:5</p> <p>intersection 26:15</p> <p>involve 24:15</p>	

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

law 6:13	33:9,18 34:23	members' 18:7	27:23 33:12,21	O
lead 5:13	37:23 38:2 45:4,7	mention 9:2 10:5 44:20	35:3 36:18,21 39:14,18,21	
leasing 41:7	makes 8:19 16:8 17:3 29:2 43:17	mentioned 6:7, 21 36:23	40:7,15,19 41:1, 4,6,12 46:17 48:5	
leave 35:12,24	making 8:2 17:8 31:4 43:11,13	Michele 7:15 10:13 13:15 15:24 17:19 24:1 25:13 29:15 31:4 32:15 34:8 41:10 42:9 43:24 44:10	muted 11:23 48:6	
leaves 16:21 34:7	manager 8:11, 15,17 9:17,21 26:19	Michele's 26:25 32:12 38:6	N	
led 31:4	managers 26:8	Michelle 20:13	names 40:9	
legal 19:21	mandatory 18:15	middle 26:15	Natalie 7:13 13:10 17:17 20:23 26:6 27:7 30:4 31:3 32:2 36:23 37:19 38:17 43:20 45:24 48:6	
legislative 31:7, 12	manual 48:2	minor 8:20	natural 22:17,19	
life 23:24 26:7	manuals 45:13	minutes 6:7	neat 8:18,19 40:10	
lifetime 40:11,16	margin 22:11	misconception 25:18	necessarily 22:24	
lifting 43:25	marketing 34:11	mission 5:9	needed 12:9 24:22 36:10	
limited 6:6	match 9:6	modification 16:3	needing 24:12	
limits 23:21	materialize 47:18	modifications 15:25 33:18	neighbor 39:15	
liner 11:2	matters 5:5 6:4	modify 10:17 32:10	neighbors 39:13, 23	
list 41:2,8	mechanism 27:2	moment 42:2	news 25:25	
listed 5:6,8	meet 47:5	monthly 46:5	night 23:8	
live 48:8	meeting 4:20,22, 23,24 5:4 6:6,7 7:1 10:14 13:4 15:3,19,22 17:6, 11 18:25 19:2 22:13,17,25 23:4,14,19 24:24 25:12 26:14,21 27:4,8 30:20 31:16,23 34:25 36:10,24 41:25 43:2 44:18 45:6 47:7	moot 29:3	no-smoking 47:23	
lives 38:14	member 13:1,3, 16 14:9 16:4,10, 24 17:2 44:2,23 45:14	morning 6:24 7:1	non-functional 23:9	
living 38:14	member's 19:21	Moss 6:23 7:2 42:5 43:2,3,24 44:3	normal 19:2	
locations 11:6	members 4:19 5:23 6:16 12:6 13:5 14:11,25 15:3,14 18:3 19:16 28:7 43:4	move 12:3,25 14:8 15:19 19:12 21:19 27:20 33:4,15	notes 31:15	
logistics 39:9		moving 15:18 20:25	notice 5:23 6:13 18:18 34:24	
LOHR 6:24 7:6 9:24 10:11 32:11,18,21,25 38:23		multiple 9:23	noticed 5:5,7 12:12 26:20	
long 16:20 22:5 36:19 42:11		MUNDEKIS 8:1 9:4,12 12:21 13:24 15:4,6 16:13 17:14 19:25 20:19 21:15 22:9 23:23	noticing 16:19	
long-term 34:18 36:12			noting 45:11	
longer 12:9 28:25 29:14			November 4:4 31:16	
lot 23:12 33:9 42:4,18			number 35:21, 22,24 41:16	
M				
made 15:25 16:3 20:12 23:7 27:3 30:4 35:8				
main 23:2 24:6,7 26:15				
maintain 43:7				
make 4:24 6:20 13:18 22:1,22 24:11 29:6 31:15				

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

oversight 21:9 37:14	45:18 46:19	presentation 18:1	Q	rectifying 8:12
overview 12:5	plan 36:9,11,17 37:2 38:1	presentations 7:13	question 19:7 25:10 31:10 33:22 34:6 35:3, 10	red 27:6 30:21,25 32:13
P	plane 24:11	presented 30:10	questions 6:16 11:18 12:10 13:22 14:4,17	refer 24:3,22
Pac 23:2	planning 36:25 37:1,5 38:12	president 8:7,14 9:15,19	15:21 16:12	referenced 9:20, 21
packets 46:22	pledge 5:14,15	prior 6:5,13 15:10 29:24 35:6	17:13,15 18:8	references 10:10
paragraph 34:22 36:8	point 14:24 23:9 32:4 34:14 37:20 38:3 42:11 43:4 46:10	private 30:1	19:11,24 20:1,	referencing 46:23
parenthesis 9:19	policies 4:13,14 5:1 6:18 7:14 10:4,10 12:17 13:2 21:12 22:4 28:20 33:19 38:11 42:3,21 44:11,21 45:3, 10,15,17 46:20 47:4,7,21,25 48:1	problem 22:22 24:17 25:8	14,22 21:14 22:5	referring 22:10 47:10
parking 23:12	policy 7:4,11,16, 24:8,3,4,7 9:2,25	procedure 26:18	27:18 30:10	refers 39:15 40:7
part 7:2 19:18,19 31:13 36:25 38:6	10:3,5,25 11:4, 13,19 12:4,11 13:25 14:1,8,10, 17,19,23 15:7, 12,19,20 16:12, 13,23,24 18:13 19:8,11,13,15, 19,24 20:2,4,9, 10,20,25 21:1,4, 14,20 24:9 26:24	procedures 28:3 33:19	33:11,20	Reggie 7:25 8:1 9:1,4,12 12:21
participate 4:25 18:3	process 4:22 6:20 15:15,20,23 17:10 20:15,17 34:9 37:1 42:16 43:8 44:22 45:5 46:11,18	processes 43:13 44:1	quickly 22:20,22 23:18 33:18	13:24 14:2 15:4, 5,6 16:13,16,22 17:14 19:25
passes 40:12	product 44:4	quit 46:13	quit 46:13	20:3,19,21 21:15,16,18 22:6,9 23:20,23
past 26:7 33:8 47:22 48:4	proper 21:2	R	rage 28:22 29:2	24:3 27:23 30:11
path 42:18	property 23:25	rage 28:22 29:2	rage 28:22 29:2	31:20 33:12,14, 21 34:6 35:3
pay 30:12,16	protect 23:24	raised 28:2 45:25	raising 35:10	36:18,21 39:1, 14,18,21 40:7,
peers 19:5	provide 6:17 19:20 32:15	range 29:8 30:3	range 29:8 30:3	15,19 41:1,4,6, 12 42:17 46:4, 15,17 48:5
people 4:21 39:23	providing 33:10 43:6	ranges 28:12	ranges 28:12	Reggie's 11:2 34:14
Perfect 6:25 11:25 12:1,23 14:3,6 15:18 16:23 17:16 31:2 33:1,15 38:18 41:20	provision 33:23	reaction 23:25	reaction 23:25	related 25:3 39:8
performance 33:4,6,11	public 4:20 6:5,9, 11,12,13,16 22:3 27:4,21 39:11 43:5,9 44:14	read 41:12	read 41:12	relationship 13:19 21:3
period 12:13 35:14 37:12,21	purpose 21:1 24:13 39:6	reaffirming 46:7	reaffirming 46:7	relative 18:15
periods 16:21	put 8:13 15:24 16:8 23:12 31:10 33:5	reason 27:14 38:9 39:21	reason 27:14 38:9 39:21	remain 33:24
permanent 35:9, 14,16 36:12	putting 24:17 34:14 35:7	reasons 34:1 35:25	reasons 34:1 35:25	remaining 40:23
permanently 35:6		receive 39:25	receive 39:25	remember 24:2 42:25 46:10,21
permitted 6:11		received 45:20	recent 25:3	remembers 46:4
person 35:14 41:16 47:5		recent 25:3	recognition 47:9	remind 6:17
personal 33:25		recommend 9:24 30:2	recommend 9:24 30:2	reminder 25:20, 25
perspective 11:2 13:3		recommendation 9:1 10:7	recommendation 9:1 10:7	Removal 20:8
place 33:5 34:1 36:14 42:21		recommending 8:23	recommending 8:23	removing 37:7

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

reporting 34:24	25:16,23 26:3	scope 32:1	44:6	succession 33:16
reports 21:8	27:6,11 28:17	secretary 5:22,25	sounds 47:11	36:4 38:1
requested 6:5	29:20,23 30:15,	6:3 7:19 8:9	speak 8:22	suggest 36:23
requesting 16:4	17 31:6,9,18,24	11:20,25 43:19	speakers 6:5	38:22
require 19:16	32:17,20,22	section 9:25 10:6,	9:23	suggestion 11:14
required 18:16	34:12,20 36:7,	14 20:7 41:14	speaking 13:16	32:12
34:23	20,22 38:21,24	sector 30:2	34:7	suggestions 27:7
requirement 5:3	39:3,17,20 40:6,	Self-assessment	special 22:25	37:9 38:6
6:9 22:13 24:25	14,18,25 41:3,5,	19:13	43:1	summer 5:21
requirements	11,17,21 42:1	sense 16:8 17:3	specific 8:2 10:3	12:16 16:14
16:25 34:25	45:9 46:25	23:21	30:20	43:1,16,24 47:8
requires 6:13	47:16,20 48:6	sentence 34:20	specifically	Sunday 23:8
24:25 36:8	risk 18:2	separate 38:14	13:13,17 39:12	
research 46:13	role 25:21	session 18:15,17,	specifics 36:15	
resolution 14:9,	roll 5:21,22	18 37:5	spend 13:4	
16 16:7	room 19:22	sessions 18:4,10	Sports 40:8	
resolved 15:14	round 16:3	set 21:5 26:18	staff 13:20 20:25	
resolving 14:21	Ruiz's 42:13	28:21 29:1,25	21:3,8 43:11,24	
15:16	rule 5:3	47:20 48:3	44:3 45:13	
resources 5:12	rules 29:17	sets 10:25 11:4	staff's 26:25 46:5	
43:14	Ruvalcava-garcia	29:7	stakeholder 22:7	
respond 45:1	4:9 5:19,23,24	setting 18:23	start 6:6 7:10 9:5	
responsibilities	6:4,25 7:8,15,23	28:3	started 4:10	
7:17 11:1 13:6	8:21 9:9 10:13,	sewer 26:14	state 27:25 28:3,	
39:6,8	16,19 11:8,20,23	sexual 17:24	5,8,11 29:16	
responsibility	12:1,15,23 13:12	sexual-harassment 17:7	30:5	
11:5 26:19 38:7	14:2,6 15:5,17	short 29:10	state's 29:24	
responsible 17:8	16:18 17:16	33:20	stated 23:1	
40:15	18:20 19:10	short-term 36:11	stategic 36:25	
results 5:12	20:3,21,24 21:17	sign 6:5	38:11	
resume 35:13	23:20 25:13,17,	simple 28:15	stating 28:6	
return 35:13	24 26:4 27:9,12	simplest 28:5	stays 45:17	
review 4:25	29:15,21 30:7,16	simplify 32:10	step 37:23	
11:10 14:15 19:7	31:2,20 32:6	simplifying	steps 24:20,21	
25:15 32:15 46:6	33:1,14 34:5,13	31:21	Steve 46:2,12	
reviewed 15:23	35:1 37:3 38:8,	sitting 18:11	stick 37:6	
29:6 36:9	18,25 39:4 41:9,	situation 22:14	stopped 46:11	
reviewing 4:13	20,22 42:3,10,24	24:24 26:10,13	straightforward	
6:18	43:21 44:9 45:21	27:17 35:19,22	15:20 20:9 21:4	
revised 36:10	48:7	situations 22:7,	33:20	
revisiting 47:15	<hr/> S <hr/>	10 23:22 24:3,5,	strategic 37:4	
RFP 43:2	salaries 29:7	16	structure 32:23	
Richards 5:18	salary 28:4,10,	slight 15:25	stuff 25:20	
7:12,21 9:18	12,21,22,25	slightly 8:5 35:4	substantive	
10:8,12,15,18,22	29:1,8,25 30:1,3	sort 10:1,3 38:13	12:18,19	
12:12 16:16	32:5	<hr/> T <hr/>	Thanking 42:19	
20:13 24:2	Saturday 43:2	takes 37:14		
	scheduled 17:11	43:16		

O.C. FAIR AND EVENT CENTER
Governance Committee Workshop on 11/06/2020

thing 8:20 9:4 13:12 14:22 15:2 21:24 25:14 30:8 34:17 43:16 44:20,23 things 15:8,9,10 16:21 18:16 21:21,24 23:1, 17,18 40:4 thinking 40:21 thought 10:23 11:7 14:22 27:5 37:20 45:25 thoughtful 43:6 thoughts 18:8,18 37:18 46:15 47:18 three-hour 17:11 19:1 three-minute 5:3 three-month 37:12 three-page 46:6 throw 26:22 thoroughly 29:5 ticket 39:9,15 41:13 tickets 39:12,22, 25 41:15,16 tight 40:10 time 4:16 5:4 6:13 12:20 13:4, 11 17:18 18:5 20:15 22:1 37:20,21 38:3 40:20 42:11,13 43:10 44:25 46:3,10 47:13 times 15:8,9 titles 9:2 today 4:13,17 5:13 6:9,18 8:25 top 19:2 total 4:14 17:19 towed 24:12 town 26:16 track 8:3,19 16:19	trained 18:16 training 16:24,25 17:7,11,19,22,25 18:4,10,11,15,23 19:1 trainings 19:5 transition 20:12 37:2 46:11 transparency 22:4 transparent 6:20 43:7 treasurer 7:19 8:9 tricky 27:24 two- 46:6 two-month 33:25 type 42:22 types 27:16 28:12 typos 16:14 U Uh-huh 26:3 unable 11:24 understand 13:5 understands 29:6 unhappy 39:23 united 13:17 unplanned 36:11 update 25:5 updated 10:21 44:21 utilize 38:11 utilized 20:10 V vacation 34:9,17 valid 40:24 venues 40:9 verbal 39:19,20 vice-chair 7:18	vote 14:24 15:14, 15 44:15 W wait 26:14 waive 6:8 wanted 13:13 18:24 43:22 water 23:2 24:7 ways 35:21 website 45:15 weekend 48:9 weigh 44:13 wonderful 48:9 word 32:2 words 8:2 work 15:9 19:3 30:20 31:19 36:18,19 38:5 40:12,16,21 42:5,8 44:4 46:18 47:9 work-intensive 44:1 worked 20:15 29:24 working 21:24 32:12 works 21:7 32:16 workshop 4:3,13 6:8,15 15:23 44:15 48:12 worth 44:17 worthy 47:14 write 15:7 writing 28:5,14 written 36:8 37:1 39:18 40:3 wrong 13:15 Y year 18:5 20:10 28:23 39:22 years 23:6 40:9 47:22	Yup 10:11,22 Z Zoom 48:8
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