

**A Finger Lakes Visitors Connection, Ontario County, NY  
Board of Directors Meeting – Thursday, December 1, 2016 – 3:00 p.m.  
Ravenwood Golf Club  
Victor, NY 14564**

**PRESENT**

Mike Roeder  
Mike Kauffman  
Suzanne Farley  
Frank Riccio  
Dan Marshall  
David Hutchings  
Dan Fuller  
John Brahm  
Audrey Carrier  
Carl Carlson  
Bob Bennett  
Steve McGuire  
Meg Joseph  
Donna Yudin  
Alexa Gifford

**EXCUSED**

Russ Kenyon

**ABSENT**

**EX-OFFICIO**

Lenore Friends, FLCC

**GUESTS**

Jackie Lee, Mengel, Metzger,  
Barr & Co. LLP  
Ray Jacobi, Mengel, Metzger,  
Barr & Co. LLP  
Linda Wiener, Francis M.  
Cellona, CPA, PC

**STAFF**

Valerie Knoblauch  
Carol Hicks

**Welcome** - Chairperson Mike Kauffman called the meeting to order at 3:01 p.m. Mike requested that everyone introduce themselves around the room for our guests, Auditors Jackie Lee and Ray Jacobi; and Accountant Linda Wiener.

**Correspondence Notebook** - Carol Hicks reviewed and noted that items have been posted to one drive.

**Finance/Audit Committee** – Jackie Lee of Mengel, Metzger, Barr & Co, LLP, presented the 2016 Audit Report. She began by reviewing the 990 which had been approved by the Finance/Audit Committee at the prior meeting. Jackie reviewed the Advisory Comment Letter. There were no deficiencies found in the Internal Control Policy. On behalf of the Finance/Audit Committee, Mike Roeder requested the following motion:

*A motion to accept the 2016 990 and Audit Reports as presented by Mengel, Metzger, Barr & Co., LLP.* Frank Riccio made the above motion and Carl Carlson seconded the motion. All present voted in favor and the motion passed.

**Official Business**

Mike Kauffman requested that a motion be moved to approve the following: *Minutes of the October 5, 2016 Annual Meeting; Minutes of the October 5, 2016 Regular Meeting; Financial Reports for September (Final report), October Budget vs. Actual and Balance Sheet - 11/30/16.*

Frank Riccio made *the motion and the motion was seconded by David Hutchings*. All present voted in favor of the motion.

**Governance Committee** – Valerie briefly reviewed the minutes from the November 9 meeting and provided a summary of the focus for 2017: technology, social media and the Can-Spam Act.

**Nominating Committee** – David Hutchings reported for the Nominating Committee. New board member orientation has been completed by Meg Joseph, Steve McGuire, Donna Yudin and also Carol Hicks. These board members have also completed their PAAA training required for LDC board members. Carol completed this as well.

Valerie informed the board that the committee reviewed and updated the Board Norms, for review by the board, including the requirement for a Board Bio for every member, which will be required by PARIS in the future. HR one is also scheduled to update our Employee Handbook.

Valerie reviewed the discussion that the committee had regarding Ex-officio board members and their role on our board. The bylaws were reviewed by the committee and they discussed the options of changing and/or updating the bylaws. Discussion ensued. It was decided to look at this further as there were varying opinions and understanding of the roles and responsibility for the ex-officio board members, and given the transition of so many of their leaders, the understanding of those roles might need further consideration.

**Executive Committee** – Mike Kauffman reported that the 2017 focus is the ongoing attention to the Strategic Plan, which is posted on OneDrive.

Each board member received a folder with the following documents to be signed and completed: Acknowledgement of Fiduciary Responsibility, Conflict of Interest and Self-evaluation.

**President's Report** – Valerie will be signing the incorporation papers for the Rochester / Finger Lakes Craft Beverage Trail next week.

**Old Business** – None.

**New Business** – None was brought forth to the board.

**Adjourn** – *Carl Carlson made a motion to adjourn the meeting, seconded by Donna Yudin. All present voted in favor of the motion.* Mike Kauffman adjourned the meeting at 4:25 p.m. The holiday happy hour followed thanks to the hospitality of Ravenwood and Mike Roeder.

**Next Meeting** – Wednesday, February 1, 2016 – Ontario County Office Building, 2<sup>nd</sup> Floor Conference Room

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Minutes submitted by Carol Hicks