

**Agenda Item 4.A**

**MINUTES\***  
**SAN DIEGO CONVENTION CENTER CORPORATION**  
**THE BOARD OF DIRECTORS**

**BOARD MEETING OF DECEMBER 14, 2022**  
**Via Teleconference**

**BOARD MEMBERS PRESENT:** Chair Carol Kim and Directors Carlos Cota, Jeff Gattas, Shawn VanDiver, Will Rodriguez-Kennedy and Elvin Lai

**BOARD MEMBER(S) ABSENT:** Director Jaymie Bradford

**STAFF PRESENT:** Rip Rippetoe, Mardeen Mattix, Corey Albright, Andy Mikschl and Pat Evans (Recorder)

**ALSO PRESENT:** Jennifer Lyon, General Counsel

\*Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or [pat.evans@visitsandiego.com](mailto:pat.evans@visitsandiego.com) to request a copy.

**1. Call to Order**

Chair Carol Kim called the Board Meeting to order at 12:08 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101.

Chair Kim then called roll to determine which Directors were present on the teleconference:

**Director Kim – Present**  
**Director Cota – Present**  
**Director Gattas – Present**  
**Director VanDiver - Present**  
**Director Bradford – Absent**  
**Director Rodriguez-Kennedy – Present**  
**Director Turowski– Present**

All Directors were recorded as present except Director Bradford. Chair Kim noted that all votes taken during this meeting would be recorded via roll call vote.

**2. Non-Agenda Public Comment** –Chair Kim inquired if any member of the public wished to comment on any non-Agenda items. No members of the public responded to the request for comment.

Chair Kim then introduced and welcomed newly appointed Board Director Alyssa Turowski. Ms. Turowski is the General Manager of the Hilton La Jolla-Torrey Pines. Chair Kim also thanked departing Board Director Elvin Lai for his many years of Board service, and she presented him with the replica “Flame of Friendship” statue. She also presented Mr. Lai with a gift commemorating his service as 2021 Board Chair since the presentation was cancelled in 2021 due to Covid meeting restrictions. Mr. Lai stated that it had been an honor to serve on the Board and he thanked the Board for the commemorative statue and the Chair gift.

**3. Board Committee Reports and Board Action Items:**

**Consent Agenda:**

Chair Kim inquired if any Director would like to pull a Consent Agenda item for discussion. Hearing no request to pull a Consent Agenda item, Chair Kim then inquired if any member of the public wished to comment on Agenda Item (3.A). No members of the public responded to the request for comment.

**A. Approval of Minutes of Board Meetings of October 26, 2022, and “Special” Board Meeting of November 17, 2022.**

**Directors Cota and VanDiver moved and seconded, respectively, to approve the Consent Agenda as set forth hereinabove.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye**

**Vote: Unanimous**

**AYES: 6      NAYS: 0      ABSTENTIONS: 0**

**Action Item(s):**

**B. Executive Committee (Carol Kim)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.B.1). No members of the public responded to the request for comment.

**(1) Authorization to Adopt Revised SDCCC Strategic Plan**

Vice-Chair Cota offered the following comments to newly appointed Director Turowski regarding background of the formulation of the Corporation’s Strategic Plan:

“Coming out of COVID, we took the opportunity to reset on some things and to just take a step into our new world and two of the biggest items are going to be Sales & Marketing and Human Resources. H.R. was primary in the Strategic Plan because of the necessity of rebuilding labor which has been an issue. Those two items have been in the works with the new Executive Director of H.R. (Michael Milligan) coming on board and revising the Corporation’s H.R. program and the way we are addressing hiring and onboarding. As to Sales & Marketing, Andy Mikschl, EVP of Sales & Revenue, and the San Diego Tourism Authority adjusted some of the strategy related to sales. We are also adding in additional KPIs on the front end for that goal. The next important thing is going to be the building assessment. We’ve done a big reset coming out of COVID and it is all laid out in the Strategic Plan, and we wanted to have actionable items. We also want to emphasize community engagement. The Plan is pretty simple, but you are going to hear us talking about it a lot.”

Chair Kim also noted that since “the Plan also requires constant attention, versus putting it into a desk drawer and occasionally revisiting it, continuing action on the Plan has been codified into Board policies. The Plan is tied to the evaluation of the CEO and it is also tied to the Board’s duties to make sure the CEO and the rest of the building is successful. The Plan is a key component of how the Board actually executes its duties as a Board, which is really important, and the Plan will be a tool in the future for everyone as we go forward which is something Directors should all feel good about because accountability is necessary when it comes to these sorts of things. People always talk a good game about planning, but it is actually hard to make that into reality. The Strategic Plan is the steps the Board took to make sure that planning can be realized.

Michael Milligan, Executive of Human Resources, also provided an update regarding the reconfiguration of H.R. He noted he only had one vacancy within the Department. The Talent Acquisition team was in place; the Benefits team was in place, the safety expert is on staff and there is only one additional position to fill before full staffing is achieved. The H.R. team can now execute its strategy.

**Directors Rodriguez-Kennedy and Cota moved and seconded, respectively, to Adopt the Revised SDCCC Strategic Plan**

**Director Kim – Aye**

**Director Cota – Aye**

**Director Gattas – Aye**

**Director VanDiver – Aye**

**Director Bradford – Absent**

**Director Rodriguez-Kennedy – Aye**

**Director Turowski – Aye**

**Vote: Unanimous**

**AYES: 6      NAYS: 0      ABSTENTIONS: 0**

**C.      Budget Committee (Jeff Gattas)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.C.1). No members of the public responded to the request for comment. Chair Kim noted there were no “action items,” and requested a financial update from the CFO.

**(1) Financial Update from Chief Financial Officer** – Ms. Mattix reported the following:

- Since the meeting is a little early in the month, financials have not been completely vetted. The financials will be distributed later this week or early next week.
- Through November, the Corporation is at a break-even point. Staff had originally projected the Corporation would be at a negative \$3 million.
- Part of the results are due to some deferred expenses that will be realized a little later in the year and also, revenue from events came in better than anticipated.
- After I-Bank debt and capital funded improvements of approximately \$2 million, the Corporation’s reserve balance now sits at \$27 million.
- The reserve balance is good news because going into next year, and 2025, there are opportunities for some significant capital improvement projects with identified times to complete the projects.
- Ms. Mattix and Corey Albright, CFO, will be meeting with City officials to discuss the pending projects and get their approval to proceed with the projects and possibly use some of the reserve funds to complete the projects or, alternatively, support the projects through partial City funding. The Board will have an opportunity to review the proposed 2024/2025 budget later in the year.
- Mr. Rippetoe also stated that the revised plan to qualify business and identify open timelines to complete projects is fully in motion.
- Director Gattas recognized Ms. Mattix and the finance team for the work they have been doing on all of the financial projects and keeping the Corporation financially sound and being responsible in how they attacked the Corporation’s finances. The team has done a great job over the last year with the financials and working with the COO regarding funding ongoing maintenance issues and bringing them forward with transparency as soon as they occur. The teams working together has been a huge positive and Director Gattas is hopeful this internal team collaboration will continue.
- Ms. Mattix also lauded the working relationship and coordination between SDCCC, Andy Mikschl and the SDTA team as it relates to planning for future projects that may impact events.

**D. Audit Committee (Jaymie Bradford)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.D.1). No members of the public responded to the request for comment.

**(1) Authorization to Place Employee Medical and Employer Paid Basic Life, AD&D and LTD Insurance through Marsh & McClennan Agency LLC Company**

**Directors VanDiver and Gattas moved and seconded, respectively, to Authorize the Placement of Employee Medical and Employer Paid Basic Life, AD&D and LTD Insurance through Marsh & McClennan Agency LLC Company.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye**

**Vote: Unanimous**

**AYES: 6      NAYS: 0      ABSTENTIONS: 0**

**E.      Nominating Committee (Carol Kim)**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.E.1). No members of the public responded to the request for comment.

**(1) Election of Officers:**

Chair Kim, Nominating Committee Chair, reported the Nominating Committee, comprised of Directors Kim, Lai, and Bradford, proposed the following slate of officers for consideration for 2023 San Diego Convention Center Board Service:

Board Chair – Carlos Cota  
Vice-Chair – Jeff Gattas  
Treasurer – Shawn VanDiver  
Secretary – Will Rodriguez-Kennedy

**Directors Gattas and Cota moved and seconded, respectively, to approve the slate of 2023 SDCCC Board officers as set forth hereinabove.**

**Director Kim – Aye  
Director Cota – Aye  
Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Absent  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye**

**Vote: Unanimous**

**AYES: 6      NAYS: 0      ABSTENTIONS: 0**

Chair Kim inquired if any member of the public wished to comment on Agenda Item (3.E.2). No members of the public responded to the request for comment.

## **(2) Ratification of Board Committee Assignments**

**Directors VanDiver and Turowski moved and seconded, respectively, to Ratify the 2023 Board Committee Assignments**

**Director Kim – Aye**

**Director Cota – Aye**

**Director Gattas – Aye**

**Director VanDiver – Aye**

**Director Bradford – Absent**

**Director Rodriguez-Kennedy – Aye**

**Director Turowski – Aye**

**Vote: Unanimous**

**AYES: 6**

**NAYS: 0**

**ABSTENTIONS: 0**

#### **4. President's Report (Rip Rippetoe) – Mr. Rippetoe reported:**

- The Deloitte event, which is on site this week, is going very well. They are the first event to use meeting rooms with the newly installed carpet which looks good. Kudos to the Operations Department and Victoria Mitchell who oversaw installation of the carpeting. The rest of the carpet installation on this end of the building will be completed within the next few weeks.
- The Annual Holiday Bowl will take place at Petco Park on December 28th this year and staging for the Holiday Bowl Parade will take place behind the Convention Center. The Holiday Bowl parade can't use their usual staging location due to cruise ship activity.
- The Auto Show will start on December 29<sup>th</sup> and staff is working with Holiday Bowl Parade personnel to facilitate vehicle move-in.
- SDCCC and SDTA staff will be attending the annual PCMA Convening Leaders conference in Columbus, Ohio in January. Mr. Rippetoe and Ms. Coker provided an overview of the conference's importance to the industry. They also noted that the PCMA 2024 conference will be held in San Diego and the San Diego contingent would be presenting a Top Gun themed 2024 event introduction, including two fighter pilots, during the January 2023 meeting.
- Mr. Rippetoe invited the Board to join staff for the Center's Holiday Party on December 17<sup>th</sup>.
- SDCCC virtual Board and Committee meetings will discontinue after this meeting.
- An area security and safety collective with local partners will continue to meet monthly.
- Staff will be entering into discussions with our AV contractor regarding the previously discussed consent and assignment issue. The process should be completed in short order.

5. **Chair's Report (Carol Kim)**

- Chair Kim congratulated the incoming 2023 Board officers and thanked the current Board for their service this year. Chair Kim further stated it had been an honor to serve at this great facility with a wonderful team and she confident in the future leadership to carry on.
- SDCCC received the 2022 San Diego Regional Task Force on Homeless “Key to Ending Homelessness” Award. Chair Kim is proud of the Center’s contribution to allying suffering among the City’s homeless population.
- The SDCCC Holiday Party is scheduled for Saturday, December 17<sup>th</sup> at 6:00 p.m. in Ballroom 20. Directors and a guest are invited to attend.
- Please remember that commencing with the January Committee meetings (January 18, 2023) we will resume in-person meetings. If you are unable to attend a Board or Committee meeting in person, and you would like to participate virtually, please contact Pat to determine if your absence qualifies for the *Brown Act* virtual exemption.
- Pat will populate your calendars with all of the 2023 Board and Committee meetings this week.
- Chair Kim wished everyone a safe and joyous holiday season.

6. **Board Comment [Govt. Code § 54954.2(a) (2)]** – Director Cota stated that the audio-visual provider who is the subject of the assignment agreement had reached out to him to assure him of their commitment to continuing to provide excellent service to the building and their collective bargaining agreements in the building. Directors Cota, Rodriguez-Kennedy and VanDiver thanked Chair Kim for her leadership this year especially with guidance formulating the Corporation’s Strategic Plan. Director Cota noted the benefit of having the high-powered Deloitte corporate event in the facility in December. The production companies working the Deloitte event expressed their immense satisfaction with everyone associated with the building.

7. **Urgent non-agenda items** (must meet the requirements of Government Code, Section 54954.2): **None**

There being no further business, the meeting adjourned at 12:53 p.m.

I, Will Rodriguez-Kennedy, Secretary of the Board of Directors of the San Diego Convention Center Corporation, Inc., do hereby certify that the foregoing is a true and correct copy of the minutes of the business transacted by the Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on December 14, 2022, and that said minutes were approved by the Board of Directors on February 1, 2023.

[Approved at the Board Meeting of February 1, 2023]  
Will Rodriguez-Kennedy, Secretary