



Rutherford County Tourism Development Authority

TDA Board

JEFF BRADLEY
VIN Information Committee

JAMIE HARRIS
TDA Board Member

DAN HEGEMAN
1st Vice Chair- TDA Board
Executive Committee Member
Chair-VIN Wayfinding Committee

DAWN HEMMELGARN
Chair-TDA Board Chair

DENISE HOLLAND
VIN Information Committee

EDDIE HOLLAND
Position Ex-Officio

ANN WASHBURN HUTCHINS
VIN Wayfinding Committee

RICHARD LUNDY
TDA Board Member

PAULA ROACH
Position Ex-Officio

LISA SULLIVAN
2nd Vice Chair – TDA Board

MATT TACKETT
TDA Board Member

RUFFIN TANNER
Tourism Asset Foundation

TDA Board

Meeting Agenda

Thursday, September 25th , 2:30 p.m.
Small conference room off of main lobby
At The Foundation Building at ICC

2:30 pm

*Meet and Greet
New members*

3:00 pm

Call to Order

Welcome

Dawn Hemmelgarn

Conflict of Interest signing

Michelle Whitaker

Additions/Deletions to the Agenda

Dawn Hemmelgarn

Review Past Minutes – August, 2014

Dawn Hemmelgarn

Board Committee Member Appointments

Dawn Hemmelgarn

3 for Executive Committee

3 for VIN - Wayfinding Committee

3 for VIN - Information Committee

2 for Tourism Asset Foundation Board

Audit Contract Approval

Dawn Hemmelgarn

Next Meeting

Dawn Hemmelgarn

Adjournment to:

Game Changer Event in Main Auditorium



Rutherford County TDA

Meeting Minutes – 6/17/14 (To Be Approved)

Bechtler House, Rutherfordton, NC

Members Present: Dawn Hemmelgarn (phone), Dan Hegeman, Ann Washburn Hutchins , Denise Holland , Dwayne Harris , Jeff Bradley , Paula Roach (Ex-Officio), Eddie Holland (Ex-Officio)

Members Absent: Ruffin Tanner, Tim Ferris, James Ledgerwood, Lisa Sullivan

Call to Order

Dan Hegeman called the meeting called to order 12:16 p.m.

Agenda

No additions or deletions were suggested for the agenda. Motion to approve agenda: Jeff Bradley, Seconded: Denise Hemmelgarn.

May 2014 Minutes

After a review, minutes were approved with an amendment to include the discussion about the public hearing. Motion to approve: Ann Hutchins, seconded by Jeff Bradley.

Financial Report

Michelle Whitaker reported an upward trend in budget intake and presented Budget message.

Line Item Transfers

Transfer:

\$9400 from 70-6520-370-00-000 ADVERTISING and \$4430 from 70-6520-190-02-000 Prof Svc - Marketing/Internet to 70-6520-341-00-000 PRINTING-BROCHURES

Line item transfers: Motion to approve: Dawn Hemmelgarn. Seconded by: Ann Washburn Hutchins . Motion approved.

Budget Ordinance Acceptance: Motion to approve: Dawn Hemmelgarn. Seconded by: Jeff Bradley. Motion approved.

TDA Activity Report

Michelle discussed visitor count, new uses for information stands, two new employees for Welcome Center, completion of recourse manual, training videos, Coke machine installation, and traffic counter needs.



Rutherford County Tourism Development Authority

Other

Marketing

DK Communications will be giving a presentation next month.

On June 16th, journalists came for the U.S. Open at Rumbling Bald and Cleghorn.

The Mc Connell Group is working on developing training videos for the Welcome Center.

T.A.F.

Reports that S.T.E.P. is matching grant money. TAF has hired on a new part-time assistant/grant writer.

Public Hearing was held, and closed at 12:15. There were no speakers.

There was one guest in attendance at the Public Hearing and Board meeting.

Other items discussed were the N.C. Film incentive, the re-appointment of Board members, the discussion of call-ins to take place at the August board meeting.

Dan Hegeman presented on the Equestrian Trails non-profit and how private property owners could join the coalition to allow usage of property for trails. Also discussed was the 240 bed hotel at White Oak, and how the Spartanburg airport has space to hold horses coming into the country.

Recommendation was made to delegate a TDA representative to the Equestrian Trails non-profit.

There was a discussion on TDA board meeting times that went to vote. Motion was made by Denise Hemmelgarn to keep the times the same, seconded by Ann Washburn Hutchins . Motion approved.

Rutherford County TDA
Board of Directors
Code of Conduct & Conflict of Interest Policy

Purpose

The purpose of this policy is to clarify the Rutherford County TDA's expectations for its Board of Directors regarding a code of conduct so that conflicts of interest may be avoided. The Rutherford County TDA requests that board members review this policy, agree to its provisions and acknowledge their agreement by executing the attached Annual Statement. Any questions regarding this Policy should be directed to Chair.

In general, board members are expected to interact with one another, outside entities or individuals, clients and staff in an ethical manner reflecting fair play, respect and straightforward communication.

Background

The Board of Directors of the Rutherford County TDA, collectively and individually, have a fiduciary duty of care and a duty of loyalty in performing their duties for the TDA. In performing duties for the TDA, board members are expected to use the degree of care, skill, caution and diligence that a prudent person would use in handling corporate affairs.

- Board members are also expected to perform their duties in good faith with the best interests of the TDA in mind. This means that board members:
- Engage in ethical and professional conduct, exercising authority appropriately and acting with decorum.
- Board members must not seek to derive private gain from business transactions with the TDA or advance their own personal or business interests at the expense of the TDA. In that regard:
- Board members have a duty to avoid potential or apparent conflicts of interest. To avoid the appearance of impropriety, it is important for board members to be honest and open with one another at all times. It is particularly important for board members to disclose relevant information regarding potential conflicts of interest so that any appearance of impropriety is avoided and the risk of liability is negated. This Policy is designed to outline a code of conduct expected of board members and to summarize pertinent information regarding conflicts of interest.

Conflict of Interest

When a board member has a direct pecuniary interest in a transaction being considered by the Board, the board member is expected to disclose the conflict (or potential conflict) before any action is taken on the matter.

Generally a board member's conflict will be cleared of any consequence by full disclosure, made before any action is taken, and by a majority vote of disinterested board members. The board member in interest must abstain from voting on the matter. The board member's absence from the discussion and abstention from the vote should be recorded in the minutes.

Code of Conduct

1. A board member must fully disclose his/her desire to engage in transactions with the Rutherford County TDA from which the board member will benefit.

Acts of self-dealing or private business or personal services constitute a breach of fiduciary duty. Full disclosure of any self interest(s) by a board member under this provision allows the TDA to procedurally control transactions and to ensure openness, competitive opportunity and equal access to information.

A board member may not use his/her position to obtain, for him/herself or for family members, employment or contractual relationships with TDA. Should a board member be considered for employment with the TDA, he/she must resign from the Board of Directors prior to the consideration of his/her candidacy. If the individual is not offered employment he/she may be considered for a Board of Directors seat.

2. Board members have a duty of loyalty and fidelity to the Rutherford County TDA.

Individual board members are expected to support and endorse the goals and programs approved by a majority vote of the TDA Board. It is also expected that a board member will disclose to the TDA any professional loyalties or positions that conflict with the TDA's formal positions on issues.

3. Board members may not attempt to exercise individual authority within the Rutherford County TDA except as explicitly authorized by the Board or as set forth in Board policies.

Board members are expected to understand and acknowledge that they lack individual authority in interactions with the TDA staff except as noted above.

As it relates to interactions with the public, press or other entities, an individual board member has no authority to speak for the board or the TDA unless specifically authorized to do so.

4. Board members are expected not to disclose information that is confidential to the Rutherford County TDA.

A board member should not use confidential information for his/her benefit or for the benefit of any other person or entity.

Upon completion of service as a board member, the board member agrees that he/she will not keep, copy or deliver to any other person or entity, any and all items and copies of items containing Confidential Information.

**Board of Directors Annual Statement
Concerning Possible Conflict of Interest**

The undersigned individual acknowledges receipt of a copy of the TDA's "Code of Conduct and Conflict of Interest Policy" ("Policy") dated Thursday, September 25th, 2014.

By signature affixed below, I understand and acknowledge my agreement with the spirit and intent of the Policy and I acknowledge my fiduciary duty and agree to report to the Board of Directors any possible conflicts (other than those stated below) that may arise in the future.

Resolution Concerning Conflict of Interest

- I am not aware of any conflict of interest at this time
- I wish to disclose the following relationships that might be construed as a conflict of interest.

Business(es) or Organization(s) Relationship

Print Name _____

Company/Employer _____

Signed _____

Date _____

Rutherford County Finance Department

TO: Carl Classen, County Manager

FROM: Paula Roach, Finance Director 

DATE: May 2, 2014

SUBJECT: Audit Services Recommendation

Proposals were received April 29th for audit services and financial statement preparation for the three years ending June 30, 2014, 2015 and June 30, 2016. Three firms responded and a summary of those costs are shown below. Copies of the proposals are also attached.

Summary of Proposals – Rutherford County Audit & Financial Statement Preparation

| AUDIT FIRM | CONTACT | Date | Costs |
|--------------------------------|-------------------------|---------------|-----------|
| Dixon Hughes Goodman, LLP | Brian Broom, CPA | Year 1 - 2014 | \$59,800 |
| Asheville, NC | | Year 2 - 2015 | \$61,100 |
| | | Year 3 - 2016 | \$62,300 |
| | Total - 3 Year Contract | | \$183,200 |
| | Rutherford TDA Audit | | \$5,700 |
| Elliott Davis, PLLC | Thomas McNeish, CPA | Year 1 - 2014 | \$59,000 |
| Raleigh, NC | | Year 2 - 2015 | \$60,000 |
| | | Year 3 - 2016 | \$61,500 |
| | Total - 3 Year Contract | | \$180,500 |
| | Rutherford TDA Audit | | \$5,500 |
| Gould Killian CPA Group, PA | Chuck Killian, CPA | Year 1 - 2014 | \$55,500 |
| Asheville, NC | | Year 2 - 2015 | \$57,200 |
| | | Year 3 - 2016 | \$58,900 |
| | Total - 3 Year Contract | | \$171,600 |
| | Rutherford TDA Audit | | \$4,900 |

Gould Killian CPA Group, PA is recommended. The contract for fiscal year ended June 30, 2013 was \$54,100. As part of the proposal, pricing was requested for the Rutherford County Tourism Development Audit. I will also forward a copy of this recommendation to the Rutherford County TDA Board for their consideration.



Rutherford County Tourism Development Authority

TDA Board Members

2014-2015

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2nd term ends 2016
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Mobile: (828) 289-9583
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Tim Ferris
1st term ends 2015
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Dwayne Harris
2nd term ends 2017
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2nd term ends 2017
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Dawn Hemmelgarn
2nd term ends 2016
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Denise Holland
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Ann Washburn Hutchins
2nd term ends 2015
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Bostic, NC 28018
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Lisa Sullivan
2nd term ends 2017
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Ruffin Tanner
1st term ends 2016
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Ex-Officio Members

Eddie Holland
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