

# **Board of Directors Meeting**

## **Missouri River Historical Development Inc.**

Holiday Inn, Sioux City, Iowa

March 2, 2015

**Members present:** Larry Clausen, Carolyn Ellwanger, Ron French, Larry Jensen, Treyla Lee, Linda Linduski, Jim Marshall, Bruce Miller, Mark Monson, Steve Ponder, Dale Tigges, Doug Young

**Members absent:** Dave Bernstein, Jackie Smith, Gloria Welte, Charese Yanney

**Others present:** Barb Orzechowski, attorney; Curt Beason, attorney; Ashlee French, Hard Rock Hotel and Casino; Greg Forbes, Sioux City Journal; Leah Schwartz, KTIV; Tami Bailey, Dakota County resident.

Mark Monson opened the meeting.

Steve Ponder made a motion to approve the January minutes. (There was no February meeting.) Larry Clausen seconded. Motion carried.

Jim Marshall made a motion to accept the agenda. Treyla Lee seconded. Motion carried.

**Visitors items:** Tami Bailey, representing Dakota County residents, asked the board if it would consider extending its granting boundaries to include the metropolitan service area. She cited Freedom Park as an example of something that benefits residents in all states. She said she talked with Racing and Gaming Officials and they said there wasn't a state stipulation prohibiting funds being sent outside Iowa.

Barb Orzechowski said MRHD's bylaws do not restrict the grants. Mark Monson thanked her for her presentation.

**Closed session:** Steve Ponder made a motion to go into closed session to discuss strategy with counsel in matters that are presently in litigation or where litigation is imminent where its disclosure would be likely to prejudice or disadvantage the position of the government body in that litigation, pursuant to Iowa Code Section 21.5 (1) (c) Carolyn Ellwanger seconded.

In a roll-call vote, all members present voted in favor of the motion. (Member absent and not voting: Dave Bernstein, Jackie Smith, Gloria Welte, Charese Yanney.)

Closed session discussion followed.

Carolyn Ellwanger made a motion to come out of closed session. Larry Jensen seconded. In a roll-call vote, all members present voted in favor of the motion. (Member absent and not voting: Dave Bernstein, Jackie Smith, Gloria Welte, Charese Yanney.)

**Hard Rock update:** Ashlee French said Keith Wittrock, from Eldon's, has joined the Main + Abbey team as head chef; Robert Johnson will oversee the buffet. She said the

facility is seeking 40 employees and will be conducting dealer school sessions in March. Currently, there are 502 employees at the Hard Rock. Seasonal workers will be added for the summer concert series. That series will be announced shortly and be held in the outdoor Battery Park area.

February “knocked it out of the park,” thanks largely to promotions. She said pins helping nonprofits would be sold. A Pier Autism Center pin is among the first.

**Budget:** Jim Marshall made a motion to approve \$200,000 for the special fund to handle 2015 legal expenses. Linda Linduski seconded. Motion carried.

**Bylaws:** Barb Orzechowski met with the executive committee to change the bylaws to be more in keeping with proposals suggested by Racing and Gaming.

She detailed the changes:

1. Section 1. (a); eliminate “or near or otherwise closely identified with.” That would mean members must reside in Woodbury County, Iowa.

(b) change “shall” to “may”

(c) new addition (no elected officials may serve on MRHD)

(d) moved from another place in existing document

Mark Monson opened discussion. Board members asked to look at 1 (b) regarding groups which may be represented. Jim Marshall asked that “Labor” be changed to “Organized Labor,” saying that “Labor” could mean anyone. Doug Young said he had a problem with the distinction and thought “Labor” wouldn’t eliminate anyone. Barb Orzechowski said “Labor” would not preclude anyone.

SECTION 1a. Treyla Lee made a motion to eliminate “or near or otherwise closely identified with.” Linda Linduski seconded. Motion carried.

SECTION: 1b: Jim Marshall made a motion to amend the section to say “Organized Labor.” Ron French seconded. Six voted yes. Four voted no. Two (Mark Monson, Treyla Lee) abstained. Motion carried.

Carolyn Ellwanger made a motion to change “shall” to “may.” Ron French seconded. Motion carried.

SECTION 1c. Jim Marshall made a motion to remove elected officials from the board, following the existing terms. This would mean future board members would have to leave MRHD as soon as they are sworn in to elected office. Doug Young seconded. Motion carried.

SECTION D (an attachment, which states the exit dates for existing board members). Jim Marshall made a motion to approve the accelerated timetable. Carolyn Ellwanger seconded. Motion carried.

**At-large member:** Bruce Miller suggested that an at-large member be added to the Executive Committee to help ease the transition. He said he thought the candidate should come from the last group exiting the board. This would help ensure continuity. Mark Monson said the board would vote on the concept at the next meeting.

**Conflict of interest forms:** Mark Monson distributed Conflict of Interest disclosure forms. He said to return them to Bruce Miller.

**Grants:** Currently, 75 requests have been placed for applications for the upcoming May grant program. More are expected.

**Lewis and Clark Interpretive Center:** Mark Monson detailed activity at the center.

There being no further business, Larry Clausen made a motion to adjourn. Jim Marshall seconded. Motion carried.

Respectively submitted,

Bruce Miller  
secretary