

# **Blackstone Valley Tourism Council, Inc.**

## **Board of Directors Meeting**

175 Main St  
Pawtucket, RI 02860

February 21, 2014

### **1. Call to Order and Roll Call**

#### **Attendees:**

David Balfour, Chair  
Barry Mechanic, Vice Chair  
Dave Richards, Member  
Paul Eno, Member  
Keith Fayan, Member  
John Lefrancois

#### **Absent:**

Jaqueline Boudreau, Treasurer  
Carl Freedman, Member  
Louis Yip, Member  
Mary Lynn Bosiack, Member  
Judy Fischbach, Member  
Debra Fournier, Member  
Robert Conway, Member  
Anthony Capuano, Member  
Mark Brodeur, Member  
Helen Moroney, Member

#### **Also Attending:**

Robert Billington, President  
Natalie Carter, Director of Operations  
Gayle Gifford, Cause and Effect Inc.

The Meeting was called to order by Chairman Dave Balfour at 4:05pm.

A quorum was present.

### **1. Minutes**

The Minutes of the November 15, 2013 meeting were approved unanimously upon a Motion by Dave Richards and a Second to the Motion by Keith Fayan.

### **2. Treasurer's Report**

Financials dated 01/10/14 were approved as presented unanimously upon a Motion by Paul Eno and a Second to the Motion by Dave Richards.

### **4. President's Report**

The President had no report to present.

## 5. The Governance Committee Report

The Governance Committee presented, prior to the meeting, three documents (attached) for the Board of Directors approval. Board of Directors Job Description, Acceptance of Board Position and Bylaw revisions 1/17/2014.

The Chairman asked for a vote of the Board on the three documents. All voted in favor of the documents except for Dave Richards who cast his vote as, No.

Mr. Balfour asked Dave Richards to clarify his objections. Dave Richards noted that he was fundamentally in disagreement with the entire INE process. Dave Richards made the point that the Board of Directors is, and ought to be, enabling the entrepreneurial activities that has been our Business Model and that has enabled the President to carry out his work successfully. Paul Eno was in agreement with Dave Richards but noted that change is required in business. BVTC, according to Eno, should preserve the spirit of good which has been the success of the organization.

Dave Balfour noted that we needed to modernize our By-Laws and credited Gayle Gifford for her good work. Gayle Gifford thanked Mr. Balfour but said the Governance Committee did the hard work on this.

Barry Mechanic noted that the documents we were about to vote on updated the BVTC to be more in line as to how we actually operate. We were not doing some things well and were not in compliance with our older by-laws in some cases.

Mr. Mechanic stated that we have written what we expect of Board Members and we cleaned up things that should not be in the BVTC by-laws.

Dave Richards said that his negative vote was cast after he knew his vote would fail. He wanted to voice his concerns one more time to the Board.

Keith Fayan said that where is nothing in the By Laws that changes how we operate. Our job as Board Members should not be to “rubber stamp” anything that comes before the Board from the Executive Director or the staff. He felt that the three documents approved today help us with our fiduciary responsibilities.

A vote was again taken to approve the three documents in question. Upon a Motion by Paul Eno and a Second by Dave Richards the Motion passed with one negative vote being Dave Richards.

Keith Fayan queried about the “Roll Out” of the documents. It was agreed that the distribution of the approved documents would be decided at the next Governance Committee meeting.

Billington thanked the Governance Committee and Gayle Gifford for their work and thanked the Board for their participation in this important work.

The Meeting adjourned at 4:44pm with all in favor.

Respectfully submitted by:

Robert D. Billington, President