

# MINUTES

## SPECIAL TELECONFERENCE MEETING OF CALIFORNIA FAIR SERVICES AUTHORITY BOARD OF DIRECTORS

December 13, 2010

1776 Tribute Road, Suite 200, Sacramento, CA 95815

Kelley Ferreira, Board Member  
San Benito County Fair (33<sup>rd</sup> DAA)  
Brian Bullis, Board Member  
Mariposa County Fair (35–A DAA)  
Regina Goody, Board Member  
Yuba–Sutter Fair (13<sup>th</sup> DAA)  
Barbara Quaid, Board Member  
Ventura County Fair, 31<sup>st</sup> DAA  
Rick Pickering, Board Member  
Alameda County Fair

John Root, Board Member  
Public Member  
Rebecca Desmond, Board Member  
Division of Fairs & Expositions  
Donna Bardaro, Executive Director  
California Fair Services Authority  
Donna Horner, Secretary/Treasurer  
California Fair Services Authority  
Christy Layton, Legal Counsel to CFSA  
Miller, Owen & Trost

### I. CALL TO ORDER

A special teleconference meeting of the California Fair Services Authority (“CFSA”) Board of Directors was convened, pursuant to the meeting notice at 10:00 a.m. in the conference room at 1776 Tribute Road, Suite 200, Sacramento, California and by teleconference at the Mariposa County Fair on Monday December 13, 2010.

### II. EXECUTIVE SESSION

The Board adjourned from regular session at 10:01 a.m. and went into executive session to discuss the performance of the Executive Director.

### III. REGULAR SESSION

The Board adjourned from executive session at 11:40 a.m. and regular session was reconvened.

#### **IV. EMPLOYMENT AGREEMENT WITH THE EXECUTIVE DIRECTOR**

Donna Bardaro, Executive Director, discussed her performance and employment during executive session at the November 1, 2010, Board meeting. Donna advised the Board that she could commit to employment through 2011 at which time she would likely retire from CFSA. Subsequently the Board met on November 22<sup>nd</sup> and appointed an Ad Hoc Committee of three (3) Board members to meet with Donna and negotiate an employment agreement through the end of 2011.

The Ad Hoc Committee, comprised of Kelley Ferreira, John Root and Rebecca Desmond, met with Donna and Christy Layton, CFSA Legal Counsel on December 7, 2010, and agreed on the initial terms of a one (1) year employment agreement which would end with Donna's retirement at the end of December 2011. The Board discussed the terms of the employment agreement and authorized CFSA's Board Chair to execute said agreement for one (1) year with Donna.

Board Chair, Kelley Ferreira, and Christy Layton will work with Donna to draft a public announcement to be shared with member fairs and the other fair agencies immediately following today's meeting.

Moved by Director Root and seconded by Director Goody to adopt **Resolution No. 10-22** authorizing the Chair of CFSA, on behalf of the CFSA Board, to enter into a one (1) year Employment Agreement with Donna Bardaro, Executive Director, effective December 13, 2010, through December 30, 2011. Motion passed unanimously.

#### **V. STRATEGIC PLANNING FOR CFSA IN 2011**

When Donna Bardaro met with the Ad Hoc Committee there was discussion regarding the Board's desire to pursue strategic planning for the Agency in 2011, including succession planning for Donna's departure.

CFSA's last formal business planning session was held in February of 2002. The Board and selected staff met for two days in Sacramento. The Division of Fairs and Expositions, Western Fairs Association, California Construction Authority, and California Authority of Racing Fairs were invited to participate on one of those days to give the Board insight into how their future plans would involve CFSA. Donna emphasized that the same outreach will be extremely important for the Agency's strategic planning in 2011.

Donna also gave emphasis to the need to include a review of CFSA's existing goals and the accomplishments associated with each, as well as taking a look at CFSA's existing mission statement and the vision for the Agency, using a planning window of five years.

Board members would like to include members of the California fair industry, the Western Fairs Association, and sister agencies in the 2011 planning. The Board would like to see a survey conducted through Survey Monkey and made available to CFSA stakeholders prior to the start of the planning session. It's also the desire of the Board to begin strategic planning in early March.

Donna will be investigating options for a date and a facilitator. The Committee mentioned Becky Bailey-Findley as a possible facilitator and Donna has talked to Becky and she has agreed to make herself available once a date and place are selected. Donna will provide the Board with a selection of dates at the February meeting.

#### **VI. ELECTION OF CFSA'S CHAIR AND VICE CHAIR FOR 2011**

Donna Bardaro, CFSA's Executive Director, gave a brief overview of the process for electing CFSA's chairperson and vice chairperson. In the past, the Board informally adopted a two-year term for serving as chair and vice chair. The Board also informally adopted the succession procedure from vice chair to chair. Kelley Ferreira's two year term as chair will expire on December 31, 2010. Using the existing procedures, the Board would appoint the vice chair, John Root, to serve a two year term as chair beginning January 1, 2011.

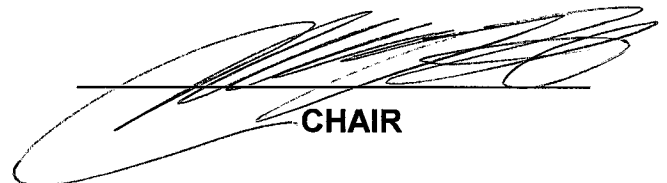
Once confirmed, the newly appointed chair would begin the process for nominating a new vice chair. Donna reminded the Board that term appointments should be considered in the selection of the vice chair. The election process will be conducted at the February 1, 2011, Board meeting.

#### **XI. ADJOURNMENT**

Moved by Director Quaid and seconded by Director Pickering to adjourn. The meeting was adjourned at 12 noon.

**ATTEST:**

  
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**SECRETARY**

  
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**CHAIR**

# RESOLUTION NO. 10 – 22

Adopted by the California Fair Services Authority

December 13, 2010

## RESOLUTION APPROVING AN EMPLOYMENT AGREEMENT WITH THE EXECUTIVE DIRECTOR

**BE IT RESOLVED BY THE CALIFORNIA FAIR SERVICES AUTHORITY:**

That the Board of Directors hereby authorizes the Chair of CFSA, on behalf of the CFSA Board, to enter into a one (1) year Employment Agreement with Donna Bardaro, effective December 13, 2010, through December 30, 2011.



CHAIR

**ATTEST:**



SECRETARY