

VSC Governance Committee Meeting Minutes

Friday, February 2, 2024, at 9am via Zoom

Attendees: Lorrie Liang, Richard Russell, Tim Self, Ann Frescura, Wes Santos, Mark Gordan and Erin Duggan

Lorrie called meeting to order at 9AM

Composition of Board and Bylaws was discussed by Erin.

FY 2024 Board Matrix was discussed by the Committee.

FY 2024 Board term expirations was discussed. Ann, Rick Konsavage and Tim will have terms expiring in September 2024.

Upcoming Board Vacancies and Board Members: In reviewing the matrix, and the holes we'd be looking to fill, possible names explored were:

- a. LBK: Winfred from St. Regis
- b. Hotel/throughout County: Cindy Moore
- c. Retail / Sarasota: Kim Livengood
- d. Siesta Key/Mike Gatz
- e. Finance: Jay Miller

It was discussed for governance committee members to start to put feelers out in the community, explaining what VSC is/what we do/when we meet to garner who would be interested in being considered. The Governance Committee agreed to regroup and meet again in March where members can make recommendations and decide who they'd want to meet with/interview to consider bringing to the board for approval on asking who to join.

Discussion regarding upcoming changes of Executive Committee

Lorrie noted she would possibly be resigning due to a move in the upcoming months and noted that would mean there would need to be a shift to the Executive Committee. Richard and John are both willing to move up on the executive committee to complete the two-year terms for the positions they'd move into. It was also discussed for the governance committee to start discussing good candidates on the board to move onto executive committee. Ensuring that candidates know they'd then be possibly signing on to be on VSC Executive committee for up to 8 years. Whatever recommendations the Governance Committee makes will go before the board for discussion and approval.

Background information, upcoming expirations, and the board matrix.

Bylaws, Article 4

4.4 Term of Office. The Board of Directors shall be elected with different overlapping terms so that not all Director's terms expire in the same year. This allows for a smooth transition of power. Each Director is elected for a term of two years.

The Board of Directors shall be divided into three classes: Class A, Class B, and Class C. The number of Directors elected to each class shall be as nearly equal in number as possible. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Governance Committee. However, there shall be one Special Class comprised of the appointed County Commissioner who will serve a term of one year.

With the exception of the Director appointed by the Board of Sarasota County Commissioners, no Director shall serve more than two consecutive two-year terms. However, Directors shall be eligible for reelection following the completion of one two-year term without service on the Board of Directors.

FY 2024 Board of Directors (updated Class assignments and Term expirations)

Special Class to be appointed each December by BCC

Special Class effective January 1, 2024

County Commissioner Ron Cutsinger

Class A (term expiring September 2024)

Ann Frescura

Rick Konsavage

Tim Self

Class B (term expiring September 2025)

Kara Morgan

Mark Gordon

Wes Santos

Class C (term expiring September 2026)

Mike Quillen

Susie Bowie

Officers:

Chair: Lorrie Liang

Vice Chair: Richard Russell

Secretary/Treasurer John LaCivita

Immediate Past Chair Nick Mavrikas

FY2024 VSC Board of Directors Matrix	
	Board members filling area
Resources:	
Peer Network/Group	All
Corporate	JL, MG, RK, TS, WS, MQ
Education/Career Dev	SB
Foundation Link	SB
Time/Commitment	All
Geographic:	
Longboat/St. Armands/Lido	RK
Venice/Englewood/NP/Osprey	KM, RC
Siesta Key	AF
Interstate Corridor/Lakewood	JL, MG, MQ
Sarasota	NM, LL, RR, TS, WS, MQ, SB
Areas of Expertise:	
Finance/Management	LL, TS
Real Estate/Commercial Dev/Bldg	JL
Lodging	RK, WS, NM
Restaurant	MQ
Sports/Outdoors	RK
Ecotourism	RK, SB
Entertainment/Event/Promotion	RR
Retail/Merchant Assn	AF, KM
Marketing/Media	KM, MG
Attractions/Cultural/Arts	RR
Economic Dev/Chambers	AF, KM
Health Institutions	LL