

**AMENDED AND RESTATED
OPERATIONAL GUIDELINES
OF
THE CONVENTION FACILITIES ADVISORY BOARD**

ARTICLE I. FORMATION OF BOARD, DELEGATION OF AUTHORITY, MEMBERSHIP, RIGHTS FO MEMBERS.

Section 1. Name, Authority, and Purpose of Board. The name of the organization shall be the Convention Facilities Advisory Board (the "CFAB"). The CFAB is established by the Salt Lake County Council ("Council"), for the purpose of advising the Salt Lake County Mayor ("Mayor") and the private management company ("Facility Management") about the mission and values of the Convention Center, the Exposition Center, and the Salt Lake County Equestrian Park and Event Center.

Section 2. Period of Duration. The CFAB shall exist perpetually of until such time as it is dissolved by the Council in accordance with the ordinances of Salt Lake County and the laws of the state of Utah.

Section 3. Membership. A Member ("Member") of the CFAB shall be appointed by the Mayor with the advice and consent of the Council. Ex-Officio Members are non-voting and automatically appointed to the CFAB based on their employment position. Preference will be given to Salt Lake County residents. However, the Mayor may appoint, with the advice and consent of the Council, a person who neither lives nor works in Salt Lake County if the Mayor determines that person will complement the CFAB in a unique way.

Section 4. CFAB Meetings. CFAB meetings shall be held periodically at such times and at such places as shall be determined by the CFAB Chair, but shall meet at least one time per quarter. CFAB Members shall be given notice of CFAB meetings by any reasonably designed to provide CFAB Members the date, time and location of any meeting, including by means of official correspondence and personal contact. Members may waive notice of any meeting. Attendance of a Member at a CFAB meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All meeting notices shall be published in compliance with the Utah Open and Public Meetings Act Utah Code Ann. §§ 52-4-101 *et. seq.* (the "Act").

Section 5. General Powers. The business and affairs of the CFAB shall be managed by its Members.

Section 6. Number, Tenure and Qualifications. The CFAB shall consist of the following:

- A. Members (Term: 3 years, maximum 2 terms, except when appointment is based on office, full voting rights)
- Two (2) representatives from the hospitality industry including hotels and resorts;
 - One (1) representative from the Salt Lake City Government;
 - One (1) representative from Sandy City Government;
 - One (1) representative from Salt Lake County Council;

- One (1) representative from State of Utah;
 - One (1) executive board member of Visit Salt Lake
 - Three (3) facility users or stakeholders;
 - Two (2) community representatives at large;
 - President of Visit Salt Lake
- B. Ex-Officio Members (“Terms based on position; no voting rights”);
- Associate Deputy Mayor of County Services;
 - Representative from Salt Lake County Arts and Culture;
 - An attorney from the Salt Lake County District Attorney’s Office;
 - One representative from the Salt Lake Area Chamber of Commerce or Downtown Alliance.

Absent a vacancy on the CFAB, the number of Members with full voting rights shall be no fewer than 13.

The Chair and Vice Chair of the CFAB shall be selected annually by its voting members. The CFAB will be provided staff assistance as necessary, by Facility Management. The Mayor, with the advice and consent of the Council, may appoint such other non – voting members as deemed necessary to assist the CFAB.

Term. CFAB Members’ terms will consist of three calendar years from the date of appointment. Voting Members are permitted to serve maximum of two full terms, unless appointed based on the position held (For example: President of Visit Salt Lake). Terms of the Members may be staggered so that terms of service do not expire at the same time.

Section 8. Action at a Meeting. Each voting Member shall have one vote. Action taken by a majority of the Members present at any meeting of the CFAB shall be considered the act of the CFAB, except as may be otherwise specifically provided by County ordinance or by these Operational Guidelines. A Member may also participate and be considered present at a meeting by conference call or other electronic or telephonic means. Meetings shall be conducted in compliance with the Act.

Section 9. Removal. Any CFAB Member may be removed by the Mayor with the advice and consent of the Council. In the event the CFAB determines, by a two-thirds majority vote of all voting Members, that it is in the best interest of the CFAB or of the County that a Member be removed, the CFAB may make a recommendation to the Mayor to initiate removal proceedings.

Section 11. Vacancies. A Member may resign at any time by giving notice of such resignation to the CFAB’s Chair and to the Mayor. Any vacancy occurring in the membership of the CFAB shall be filled by the Mayor with the advice and consent of the Council. A Member appointed to fill a vacancy may be appointed for the unexpired portion of the term of the vacating Member.

Section 12. Compensation and Reimbursement. CFAB Members shall receive no compensation for their services. If authorized by the Mayor, CFAB Members may be reimbursed

for any reasonable expenses they may incur for activities conducted or meetings attended at the request of Facility Management or Mayor or Council.

Section 13. Duties. The duties of the CFAB shall be: To transact necessary business as may be referred to it by the Mayor or Council or Facility Management, approve recommendations received from CFAB committees and report to the Mayor or Council, upon request, concerning its dealings.

The CFAB shall provide advice and direction on a variety of industry-related issues to the Facility Management as well as the Mayor and the Council. The CFAB shall act as a liaison between Facility Management and the Convention & Visitor's Bureau, as well as other facility users and stakeholders. The CFAB shall also make recommendations to the Mayor and Council for improved services at the facilities to the users and public. The CFAB shall review costs and fees charged for rental of the facilities, and will take into consideration the local market as compared to regional and national rates and make recommendations to the Council. The CFAB shall also assist Facility Management to identify and implement new revenue sources and marketing opportunities. The CFAB shall make recommendations to the Mayor and Council regarding capital improvements to the facilities and ongoing maintenance. The CFAB has no authority to contract for or bind the County to any agreement.

Section 14. Standing and Ad Hoc Committees. Upon approval of Mayor and notification of Council, the CFAB may create or abolish such standing and ad hoc committees as it may deem necessary to promote the purposes and carry on the work of the CFAB. The chair of each standing committee shall be responsible for preparing a periodic report to the CFAB on the activities and work of their committees. Such reports will be presented at the time and place designated by the CFAB Chair. The permanent standing committees of the CFAB shall include a Capital Projects Committee.

Section 15. Meeting Attendance.

1. Members should maintain 75% attendance at regularly scheduled CFAB Meetings, unless excused for good cause.
2. The CFAB shall explain to applicants for CFAB membership the attendance policy and the necessity for attendance.
3. The Chair may speak to Members whose attendance falls below standard to ascertain if the situation is temporary or permanent. In the latter case the Member and Chairperson should discuss how the Member can best continue to serve or whether the Member should vacate the position.
4. The CFAB shall establish procedures to recommend replacement Members to the Mayor for outgoing Members at least one month before their terms end.
5. The CFAB shall provide an orientation for new Members at the beginning of their term.
6. If a Member resigns the CFAB shall notify the Mayor of the need to select a replacement.

ARTICLE II. OFFICERS

Section 1. Number, Title, and Election of Officers. The officers of the CFAB shall be a Chair and one Vice Chair, each officer shall be elected by a majority of the Members voting. Such other

officers and assistant officers, as may be deemed necessary, may be elected by the CFAB or appointed by the Chair. In its discretion, the CFAB may leave unfilled, for any such period as it may determine, any office except that of Chair.

Section 2. Term of Office. Each officer shall hold office for a term of one year with the option of being re-elected for a consecutive year. The term limit for an officer is subject to the representative's Membership term until a successor shall have been duly elected and shall have qualified or the position is vacated.

Section 3. Chair. The Chair shall preside at all meetings of the CFAB. The Chair may sign any instruments which the CFAB has authorized to execute, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the CFAB from time to time, including:

- a) Assist the Facility Management in the development of the CFAB's meeting agendas;
- b) Attend and conduct all CFAB meetings;
- c) Encourage full participation in CFAB discussions and deliberations;
- d) Appoint ad hoc committees, as necessary;
- e) Support the mission, values, and goals of the Facility Management;
- f) Assist in the recruitment and orientation of new CFAB Members;
- g) Represent the CFAB before the Council;

Section 4. Vice Chair. In the absence of the Chair or in the event of the death, inability, or refusal of the Chair to act, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the CFAB.

ARTICLE III. CONTRACTS AND SERVICES BY CFAB MEMBERS AND OFFICERS

The Members and Officers of the CFAB may be interested, directly or indirectly, in any contract relating to or incidental to the operations of the Office of Facilities Management or Salt Lake County, and may enter into transaction, or otherwise interact with Salt Lake County and the Office of Facilities Management; provided, however, that any contract transaction, or other interaction shall be at arm's length, disclosed in the CFAB before voting on a related matter, the Member abstains from voting and the Member's complies with County ordinances and policies and state laws relating to conflicts of interest.

ARTICLE IV. ETHICS AND CONFLICTS OF INTEREST

All Salt Lake County employees, elected and appointed officials, and volunteer board members must abide by County ordinances and policies and state laws which prohibit, or require disclosure of, certain actual or potential conflicts of interest between their public duties and private business interests. CFAB Members shall complete all required County documentation on an annual basis.

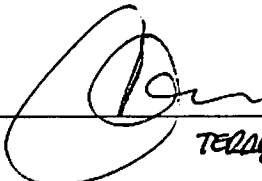
ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Operational Guidelines or under the provisions of an ordinance of Salt Lake County, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a waiver given by verified communication, whether given orally, electronically, or telecommunications, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. However, this waiver does not negate the CFAB's obligations under the Act.

ARTICLE VI. AMENDMENTS TO OPERATIONAL GUIDELINES

These Operational Guidelines may be altered, amended, or repealed and new Operational Guidelines may be adopted by affirmative vote of a two-thirds majority of a quorum and approval of the Mayor, except as otherwise provided by law.

APPROVED, as amended, this 12 day of SEPTEMBER, 2019 by
Convention Facilities Advisory Board

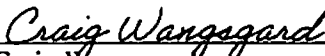

_____ (Chair).
TERRY P. RAO

WHEREFORE, these OPERATIONAL GUIDELINES are approved this 8 day of
October, 2019.

BY: 

Mayor or Designee

Approved as to Form and Legality



Craig Wangsgard
Deputy District Attorney
Dated: August 8, 2019