



GUAM VISITORS BUREAU

50th ANNIVERSARY · 1963 - 2013

ANNUAL BOARD MEETING
GVB MAIN CONFERENCE ROOM, 4:00PM
THURSDAY; January 17, 2013

Board of Directors Present:

Chairman Mark Baldyga
Therese Arriola
Jennifer Camacho
Milton Morinaga
Judith Guthertz
Norio Nakajima

Vice Chairman Bruce Kloppenburg
N. Oscar Miyashita
Nathan Taimanglo
Carol Tayama
Bartley Jackson

Board of Directors Present Telephonically:

Eduardo (Champ) Calvo

Board of Directors Absent:

Annmarie Muna

GVB Management and Staff Present:

Nathan Denight
Meriza Peredo
Doris Ada
Dee Hernandez
Nadine Leon Guerrero
Josie Moyer
Annabel Certeza

Pilar Laguana
Tony Muna
Regina Nedlic
Mark Manglona
Gina Kono
Ana Cid
Miranda Munoz

Rose Cunliffe
Juanita Cruz
Felix Reyes
Emily Quinata
Brian Borja
Mike Martinez
June Sugawara

Guests:

Vince San Nicolas – PNC News
Kenneth Quintanilla – KUAM News
Stephanie Flores – Sen. Tina Muna Barnes's Office

❖ **Call to Order**

Meeting called to order at 4:03 p.m. by Chairman Mark Baldyga.

❖ **Chairman's Report**

- Chairman Baldyga thanked the previous Board of Directors, former Chairman Monte Mesa, former General Manager Joann Camacho and most especially the Staff and Management of the Bureau for their hard work and outstanding performance in 2012.
- Chairman Baldyga personally congratulated and introduced each Director individually, and explained the various types of Directors and their respective terms.
- Chairman Baldyga explained that Director Tayama would be stepping down in the normal rotation of Mayor's representatives and that Mayor Hoffman would be taking her place. Chairman Baldyga thanked Director Tayama for her outstanding service.

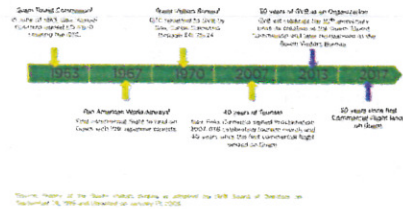
- Director Guthertz nominated Theresa Arriola, seconded by Director Tayama, to serve as the Secretary of the Board. Chairman Baldyga inquired if there are any other nominations for the Secretary. There being none, Director Baldyga closed the nominations of the Secretary.
- **Motion made by Director Guthertz, seconded by Director Jackson, to approve the nomination of Director Theresa Arriola, as Secretary of the Board.**
Motion approved unanimously. Secretary Theresa Arriola accepted upon her arrival.
- Chairman Baldyga opened the floor for the nomination of the Treasurer.
- Director Guthertz nominated N. Oscar Miyashita, seconded by Director Kloppenburg to serve as the Treasurer of the Board. Chairman Baldyga inquired if there are any other nominations for the Treasurer. There being none, Chairman Baldyga closed the nominations of the Treasurer.
- **Motion made by Director Guthertz, seconded by Director Kloppenburg, to approve the nomination of Director N. Oscar Miyashita, as Treasurer of the Board.**
Motion approved unanimously. Treasurer N. Oscar Miyashita accepted.
- Chairman Baldyga explained the role and makeup of the Executive Committee. He explained that it is chaired by the Vice Chair and includes two ex-officio members, namely the Secretary and Treasurer, as well as two additional members to be elected by the Board.
- Chairman Baldyga opened the floor for the nomination of the two Executive Committee members starting with the first Executive Committee member.
- Vice Chairman Kloppenburg nominated Director Eduardo "Champ" Calvo, seconded by Director Arriola, to serve as an Executive Committee member. Director Baldyga inquired if there are any other nominations. There being none, Chairman Baldyga closed the nominations of the first Executive Committee member.
- **Motion made by Vice Chairman Kloppenburg, seconded by Director Arriola, to approve the nomination of Director Eduardo "Champ" Calvo, as an Executive Committee member.**
Motion approved unanimously. Director Calvo accepted.
- Chairman Baldyga opened the floor for the nomination of the second Executive Committee member.
- Vice Chairman Kloppenburg nominated Director Nathan Taimanglo, seconded by Director Tayama to serve as an Executive Committee member. Chairman Baldyga inquired if there are any other nominations. There being none, Chairman Baldyga closed the floor for the nominations of the second Executive Committee member.
- **Motion made by Vice Chairman Kloppenburg, seconded by Director Tayama, to approve the nomination of Director Nathan Taimanglo, as an Executive Committee member.**
Motion approved unanimously. Director Taimanglo accepted.
- Chairman Baldyga closed the elections of Officers.

❖ **Review of the previous Regular Board minutes dated December 27, 2012.**

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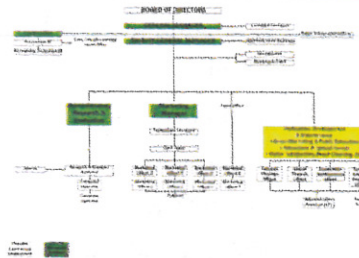


GVB History



Source: History of the Guam Visitors Bureau, as compiled by the GVB Board of Directors on September 16, 1995 and updated on January 15, 2015.

GVB Org Chart



GVB Officers and Committees



GVB Board

Role of the Board and Senior Management:

- Set policy and strategic direction
- Build GVB organization
- Facilitate destination development improvements
- Evaluate management performance

GVB Board - Makeup

- Four Classes of Directors:
 - **(5) Appointed Directors:** Selected by *I Maga'Lahi*, inclusive of (1) Mayor appointee, & shall serve at the pleasure of the Governor. Indefinite term.
 - **(4) Elected Directors:** Nominated & voted by GVB members and shall serve a 2-year term.
 - **(3) Legislative Directors:** Selected by the Speaker of the Legislature inclusive of the (1) alternate whom has no voting power unless needed to make quorum.
 - **Twelfth Director:** Selected and voted by at least (8) members of the BOD and shall serve a 2-year term.
- Regular Meetings of the Board of Directors take place on the 2nd & 4th Thursday of each month and governed by Robert's Rules of Order.

GVB Board - Makeup

- Four Classes of Directors:
 - **(5) Appointed Directors:** Mark Baldyga, Eduardo Calvo, Jennifer Camacho, Nathan Talmanglo, Mayor Carol Tayaana.
 - **(4) Elected Directors:** Milton Morinaga, Norio Nakajima, Oscar Miyashita, Bartley Jackson.
 - **(3) Legislative Directors:** Theresa Arriola, Dr. Judith Guthertz, AnnMarie Muña (Alternate).
 - **Twelfth Director**

GVB Board-Employees Relations Policy (BERP)

- Pursuant to 12 GCA 9106(l):
 - No Director shall have no authority to direct any employee of the Bureau except by resolution passed by an affirmative vote or eight (8) at a properly held Board meeting.
- Pursuant to 2007 Board Chairman Memorandum:
 - Non-GVB employees/individuals are not allowed into employee work areas, workstations and staff lounge unescorted.
 - GVB currently has 28 FTE's (25 Classified, 3 Unclassified - GM position is currently vacant)

Si Yu'os ma'ase



- Chairman Baldyga reviewed the Purpose and Duties of GVB as provided for in the enabling legislation 12 GCA 9104 and 9107 and reinforced that GVB and the Board have

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including ASEAN as well as what they refer to as "Greater China." Several other directors felt that "Greater China" would be fine.

- Motion made by Vice Chairman Kloppenburg, seconded by Director Jackson to establish a new committee "Greater China Marketing Committee".
Motion approved unanimously.
- Motion made by Vice Chairman Kloppenburg, seconded by Director Jackson to rename "New Markets Committee" to be "Russia & New Markets Committee"
Motion approved unanimously.
- Motion made by Vice Chairman Kloppenburg, seconded by Director Jackson to rename "Existing Markets" to be "North America & Pacific Markets Committee (NAP)".
Motion approved unanimously.

❖ ELECTION OF COMMITTEE CHAIRS

- Chairman Baldyga suggested that, in the interest of time, committee chair nominations be made by the chair and then open to the floor for additional nominations. There being no objection, committee nominations proceeded in that manner.
- Nomination made by Chairman Baldyga, seconded by Director Arriola, to select Director Judith Guthertz as Chairwoman of the Administration & Government Relations Committee.
Nomination approved unanimously. Director Guthertz accepted.
- Nomination made by Chairman Baldyga, seconded by Director Taimanglo, to select Director Therese Arriola as Chairwoman of the Cultural Heritage and Community Outreach Committee (ChaCo).
Nomination approved unanimously. Director Arriola accepted.
- Nomination made by Chairman Baldyga, seconded by Director Guthertz, to select Director Carol Tayama as Chairwoman of the Destination Management Committee.
Nomination approved unanimously. Director Tayama accepted.
- Nomination made by Chairman Baldyga, seconded by Director Jackson, to select Vice Chairman Bruce Kloppenburg as Chairman of the Membership Committee.
Nomination approved unanimously. Director Kloppenburg accepted.
- Nomination made by Chairman Baldyga, seconded by Director Jackson, to select Director Nathan Taimanglo as Chairman of the Research Committee.
Nomination approved unanimously. Director Taimanglo accepted.
- Nomination made by Chairman Baldyga, seconded by Director Arriola, to select Director Milton Morinaga as Chairman of the Japan Marketing Committee.
Nomination approved unanimously. Director Morinaga accepted.
- Nomination made by Chairman Baldyga, seconded by Vice Chairman Kloppenburg, to select Director Norio Nakajima as Vice Chairman of the Japan Marketing Committee.
Nomination approved unanimously. Director Nakajima accepted.

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❖ EXECUTIVE SESSION

- **Chairman Baldyga made a motion to hold Executive Session to discuss a candidate for the General Manager position. Director Jackson seconded and there being no objections**
Motion approved by unanimous consent.
 - Discussion on recording of Executive session minutes
 - Discussion on hiring of GM
 - Chairman Baldyga / Vice Chairman Kloppenburg supports Karl A. Pangelinan as GM.
 - Fair & healthy discussion among the Directors on question of advertisement of GM position
 - All Board members are comfortable with the appointment of Karl A. Pangelinan
 - V. Chairman Kloppenburg pointed out Karl A. Pangelinan's experience with GEDA, marketing and financing.
 - Board unanimously supports the hiring of Karl Pangelinan
 - Karl A. Pangelinan will begin on Tuesday – Jan 21, 2013.
- **Motion made by Vice Chairman Kloppenburg, seconded by Director Arriola, to resume into regular session.**
- **Motion approved unanimously.**

❖ NEW BUSINESS

- **Motion made by Vice Chairman Kloppenburg, seconded by Director Jackson, to appoint Karl Pangelinan as the General Manager of the Guam Visitors Bureau subject to the negotiations of the terms of contract.**
 - Vice Chairman Kloppenburg explained the importance of the discussion regarding the position of the General Manager, making reference to the single largest challenge faced by the Bureau, which is the lack of room inventory and added that Mr. Pangelinan is uniquely qualified for the position. He added that he is confident in Karl Pangelinan's marketing experience as well as his expertise in the financial field in being selected as the next General Manager of the Bureau.
Motion approved unanimously.
- Following approval of the motion, Chairman Baldyga pointed out that the compensation for the position is already set in accordance with that approved in last Board meeting, that the benefits were standardized and that there really weren't any substantive contract terms to be negotiated. He expressed concern that approving the position with conditions "subject to" could leave open the interpretation that the board would need to provide further confirmation at a later time. In the interest of establishing a clear direction without undue delay he suggested that the board amend the motion to be a straight hiring motion without being subject to negotiations of terms.
- **Motion was amended by Director Arriola, seconded by Director Guthertz, to appoint Karl Pangelinan as the General Manager of the Guam Visitors Bureau.**
Motion approved unanimously.

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