



## **NOTICE OF JANUARY 11, 2022 ANNUAL MEETING OF MEMBERS AND BOARD OF DIRECTORS**

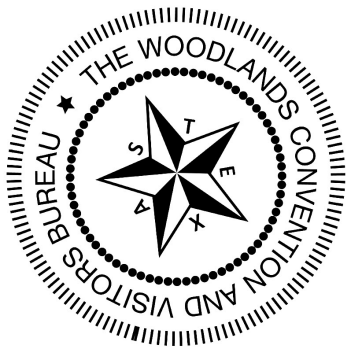
**To:** Board of Directors and Members

PURSUANT to the call of a majority of the Board of Directors named in the Certificate of Formation of the Corporation, NOTICE IS HEREBY GIVEN that the Board of Directors and the Members of The Woodlands Convention and Visitors Bureau, a Texas non-profit corporation (the “Corporation”), will meet at the principal office of the Corporation, at 2801 Technology Forest Boulevard, The Woodlands, Texas 77381, on January 11, 2022, at 11:30 a.m., for the purpose of:

1. Pledge of Allegiance;
2. Call to order and adoption of Agenda;
3. Members Elect the Directors for The Woodlands Convention & Visitors Bureau Board of Directors;
4. Directors Elect Officers for The Woodlands Convention & Visitors Bureau;
5. Public Comment;
6. Receive, consider and approve Financial Report through October 2021;
7. Receive, consider and approve Minutes from November 17, 2021 Special Board Meeting;
8. Receive, consider and act upon a presentation highlighting Visit The Woodlands International Sales and Marketing efforts;
9. Receive, consider and act upon an update to the 2022 Visit The Woodlands budget allocations;
10. Receive, consider and act upon updates to the 2022 Marketing and Sales Committees;
11. Receive, consider and act upon a partnership renewal with Market Street to manage the 2022 Visitor Services Program;
12. Receive, consider and act upon 2022 legal services for The Woodlands Convention & Visitors Bureau;
13. Receive, consider and act upon the 2022 Visit The Woodlands Board of Directors Meeting Schedule;

14. Staff Initiative Reports;
15. Recess to Executive Session to discuss matters relating to real property pursuant to §551.072, Texas Government Code; deliberation of economic development negotiations pursuant to §551.087, Texas Government Code; discuss personnel matters pursuant to §551.074, Texas Government Code; and to consult with the Corporation's attorney pursuant to §551.071, Texas Government Code;
16. Reconvene in public session;
17. President's Report;
18. Board Announcements;
19. Agenda items for next meeting;
20. Adjournment.

Dated at The Woodlands, Texas, the 7th day of January, 2022.



A handwritten signature in dark ink, appearing to read "W. J. Wolda". The signature is fluid and cursive, with a long horizontal stroke at the end.

\_\_\_\_\_  
President of The Woodlands Convention & Visitors Bureau

## CVB Annual Board Meeting

Meeting Date: 01/11/2022

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### Information

#### SUBJECT MATTER:

Members Elect the Directors for The Woodlands Convention & Visitors Bureau Board of Directors;

#### BACKGROUND:

In accordance with the Bylaws of The Woodlands Convention and Visitors Bureau (TWCVB), a 501 (c)(6) nonprofit corporation, Members of TWCVB are charged with the responsibility of electing Directors to serve on the Board of Directors for TWCVB. The election of Directors by Members shall occur at the Board of Director's and Members' Annual Meeting at the principal office of TWCVB, 2801 Technology Forest Boulevard, The Woodlands, Texas 77381, on January 11, 2022 at 11:30 a.m.

The Woodlands Township Board of Directors appointed Bruce Rieser, John Anthony Brown, and Dr. Shelley Sekula-Gibbs to serve as the Members of TWCVB. The Woodlands Convention & Visitor Bureau by-laws gives authority to the appointed members to elect the Directors at the Annual Meeting each year.

#### Directors Under Consideration for Election by Incoming Members of TWCVB

Directors that served for the 2021 term:

- **Bruce Rieser, CVB Member**, Township Director;
- **John Anthony Brown, CVB Member**, Township Director;
- **Shelley Sekula-Gibbs, CVB Member**, Township Director;
- **Jeff Jones**, Township President / General Manager;
- **Fred Domenick**, General Manager of The Woodlands Waterway Marriott Hotel & Convention Center;
- **Ted Harris**, Senior General Manager of The Woodlands Mall;
- **JJ Hollie**, President & CEO of The Woodlands Area Chamber of Commerce;
- **Cameron Klepac**, Director of Marketing & Education of The Cynthia Woods Mitchell Pavilion
- **Jenny Taylor**, General Manager of Market Street;
- **Kevin Viteri**, General Manager of The Embassy Suites at Hughes Landing;

#### RECOMMENDATION

Elect and appoint the individuals to TWCVB's Board of Directors to serve from January 2022 until the Annual Meeting in January 2023.

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### Attachments

*No file(s) attached.*

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## CVB Annual Board Meeting

Meeting Date: 01/11/2022

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### Information

#### SUBJECT MATTER:

Directors Elect Officers for The Woodlands Convention & Visitors Bureau;

#### BACKGROUND:

In accordance with the Bylaws of The Woodlands Convention and Visitors Bureau (TWCVB), a 501 (c) (6) nonprofit corporation, the Board of Directors of TWCVB is charged with the responsibility of electing Officers of TWCVB and Officers to serve on the Board of Directors for TWCVB. The election of Officers by Directors shall occur at the Board of Directors' and Members' Annual Meeting at the principal office of TWCVB, 2801 Technology Forest Boulevard, The Woodlands, Texas 77381, on January 11, 2022 at 11:30 a.m.

#### Officers Under Consideration for Election by Incoming Directors of TWCVB:

The incoming Directors of TWCVB are this year considering the following individuals to serve as Officers of TWCVB and Officers on the Board of Directors of TWCVB:

Chairman: \_\_\_\_\_

Vice-Chairman: \_\_\_\_\_

Treasurer/Secretary: \_\_\_\_\_

President: Nick Wolda (as recommended by The Woodlands Township Board of Directors)

#### RECOMMENDATION

Elect and appoint the individuals named above as Officers on the Board of Directors of TWCVB and Nick Wolda to serve as President to serve from January 2022 until the Annual Meeting in January 2023.

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### Attachments

*No file(s) attached.*

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### Information

**SUBJECT MATTER:**

Receive, consider and approve Financial Report through October 2021;

**BACKGROUND:**

See attachment "A."

**RECOMMENDATION**

Approve as presented.

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### Attachments

October 2021 Financial Report

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### **Information**

#### **SUBJECT MATTER:**

Receive, consider and approve Minutes from November 17, 2021 Special Board Meeting;

#### **BACKGROUND:**

See attachment "A."

#### **RECOMMENDATION**

Approve as presented.

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### **Attachments**

November 2021 Minutes

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### Information

#### **SUBJECT MATTER:**

Receive, consider and act upon a presentation highlighting Visit The Woodlands International Sales and Marketing efforts;

#### **BACKGROUND:**

The Woodlands Convention & Visitors Bureau (TWCVB, dba Visit The Woodlands) is the official destination marketing & management organization responsible for promoting The Woodlands to drive demand for both hotel and retail tax collections. Our mission is to establish The Woodlands, Texas as a beautiful, lively and welcoming destination recognized regionally, nationally and internationally for first-class business, convention and leisure travel. Visit The Woodlands is a 501 (c) (6) organization funded by The Woodlands Township Hotel Occupancy Tax and managed by an independent Board of Directors whom oversee the mission, vision and budget of Visit The Woodlands.

With these things in mind, Visit The Woodlands' marketing approach for 2022 has been established to align with key strategic initiatives – continuing to strengthen brand recognition and voice, showcasing the value of Visit The Woodlands and optimizing overall marketing spend.

The Tourism Department has worked with One Percent Agency, a boutique media/PR agency in the Woodlands, to plan campaigns at optimal times that will best support Visit The Woodlands staff efforts in Mexico to create the most impact for The Woodlands. Creative campaigns were activated across numerous channels, targeting Mexican leisure travelers and residents.

A full presentation will be given to support these efforts.

#### **RECOMMENDATION**

Approve report as presented.

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### Attachments

*No file(s) attached.*

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## CVB Annual Board Meeting

Meeting Date: 01/11/2022

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### Information

#### SUBJECT MATTER:

Receive, consider and act upon an update to the 2022 Visit The Woodlands budget allocations;

#### BACKGROUND:

The Woodlands Convention & Visitors Bureau (TWCVB, dba Visit The Woodlands) is the official destination marketing & management organization responsible for promoting The Woodlands to drive demand for both hotel and retail tax collections. Our mission is to establish The Woodlands, Texas as a beautiful, lively and welcoming destination recognized regionally, nationally and internationally for first-class business, convention and leisure travel. Visit The Woodlands is a 501 (c) (6) organization funded by The Woodlands Township Hotel Occupancy Tax and managed by an independent Board of Directors whom oversee the mission, vision and budget of Visit The Woodlands.

With these things in mind, Visit The Woodlands' marketing approach for 2022 has been established to align with key strategic initiatives – continuing to strengthen brand recognition and voice, showcasing the value of Visit The Woodlands and optimizing overall marketing spend.

The Marketing Department has worked in conjunction with the Sales and Tourism Departments to plan campaigns at optimal times that will best support Visit The Woodlands staff efforts and create the most impact for The Woodlands. Creative campaigns will be activated across numerous channels, targeting both domestic and international leisure travelers as well as meeting planners and businesses.

At the November 2021 Board meeting, staff was directed to add an additional \$250,000 to its 2022 budget due to increased Hotel Occupancy Tax collections exceeding forecast expectations.

The additional funds were allocated to the Marketing Department as it was the most impacted by the budget reductions in 2020 and 2021.

Staff worked in collaboration with its Agency of Record, Madden Media, to create a dynamic list of projects, media placements, activations both in-market and across U.S. and Mexico.

#### RECOMMENDATION

Approve report as presented.

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### Attachments

*No file(s) attached.*

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### Information

#### **SUBJECT MATTER:**

Receive, consider and act upon updates to the 2022 Marketing and Sales Committees;

#### **BACKGROUND:**

The Visit The Woodlands Marketing and Sales Committees members are brought to this Board for review and approval annually. These committees meet quarterly and provides members updates on strategic initiatives, upcoming participation opportunities, input and suggestions on the travel and tradeshow schedule, and insight on future direction of the committee. These Committees play an integral part in any large initiatives being produced by the Sales and Marketing Departments and offers insight and advice where needed. To further position the Sales and Marketing Directors of Visit The Woodlands as leaders and authorities in their respective fields, it is also recommended that they serve as Chairpersons of their committee.

The Visit The Woodlands Board of Directors approved the creation of the Convention Sales Advisory Committee in 2019 to offer additional resources for the Sales team. The Marketing Committee is a longer standing committee.

#### **RECOMMENDATION**

To approve the recommended members for the 2022 Sales Advisory & Marketing Committees as presented.

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### Attachments

2022 Marketing Committee  
2022 Sales Committee

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## CVB Annual Board Meeting

Meeting Date: 01/11/2022

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### Information

#### SUBJECT MATTER:

Receive, consider and act upon a partnership renewal with Market Street to manage the 2022 Visitor Services Program;

#### BACKGROUND:

Visitor Services is a key component of Visit The Woodlands' marketing efforts which serves to provide a physical presence and personal connection to visitors, residents and business travelers.

Visit The Woodlands supported transferring the management of the Visitor Services program in 2019 to Market Street and renamed/rebranded as "The Woodlands Visitor Concierge." In partnership with Market Street, the Visitor's Concierge center is located on the north side of the property and is available to assist with various tasks and welcome visitors to The Woodlands. This complimentary resource offers guests the ultimate in convenience, from shopping assistance, meal reservations, community news, coordinating activities and event information all while projecting an appealing image on behalf of The Woodlands.

Visit The Woodlands allocated \$65,500 in 2019 and budgeted the same amount for 2020. Due to the impact of Covid-19 pandemic the kiosk was not opened for certain months of 2020. Staff has worked with Market Street to develop new services and benefits to the program and partnership for 2021 to include marketing and promotional support. This has been a great service that reaches tens of thousands of visitors with the message of The Woodlands as a great place to visit, what's happening in our community, and bringing future stays. Using some of the data provided by Market Street, Visit The Woodlands staff is able to understand where visitors are coming from in their visit.

The cost of the 2021 partnership has been lessened to \$30,000 beginning April 1, 2021 through December 31, 2021 and will also reflect the lower budget available by Visit The Woodlands and adjusted services being offered.

Full services have resumed at the Visitor Concierge kiosk which justifies the annual costs of this service of \$43,500 in 2022.

#### RECOMMENDATION

Staff recommends Visit The Woodlands enter into a partnership with Market Street to manage the 2022 Visitor Services Program.

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### Attachments

*No file(s) attached.*

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### **Information**

#### **SUBJECT MATTER:**

Receive, consider and act upon 2022 legal services for The Woodlands Convention & Visitors Bureau;

#### **BACKGROUND:**

Each year, staff brings a recommendation to the Board of Directors for legal services.

Staff is recommending the continuation of utilizing The Strong Firm in The Woodlands who brings vast experience with various corporate and commercial matters, and extensive knowledge of the local corporate and business community, including representation of 501 (c) (6) organizations and has provided great service to The Woodlands Convention & Visitors Bureau (TWCVB) over the past 10 years.

It is recommended that The Strong Firm continues this business relationship with TWCVB and with all of its legal documents and contracts, state and federal filings, and general counsel.

Because The Strong Firm provides a service and not a product, it is not required to bid out. However, TWCVB team believes The Strong Firm should represent TWCVB because of the following:

1. Long-Term Relationship and Familiarity with Contracts and Structure - The Strong Firm has provided general corporate and legal counsel for TWCVB since its inception and is familiar with annual contracts that it has reviewed and the corporate structure of TWCVB, providing efficiency versus other counsel.
2. Reduced Rate - The Strong Firm has agreed to provide a reduced rate of 38.2% discount over their standard billing rate for ALL attorneys including the managing shareholder, Bret Strong, based upon the long-term relationship between the firm and TWCVB (this rate was the successful bid rate on competitive bid for similar work provided to The Woodlands Township).
3. Location, Familiarity and Support of The Community - The Strong Firm is a local company that is located close to TWCVB making for great access to meet quickly in the case of short-term legal needs. The Strong Firm is very familiar with the mission, vision and events of TWCVB and provides sponsorship support for events and many other community activities.

#### **RECOMMENDATION**

Approve The Strong Firm for The Woodlands Convention and Visitor Bureau's legal counsel for services in 2022 and authorize the President to execute a contract in connection therewith.

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### **Attachments**

2022 Engagement Letter

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## **CVB Annual Board Meeting**

Meeting Date: 01/11/2022

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### **Information**

#### **SUBJECT MATTER:**

Receive, consider and act upon the 2022 Visit The Woodlands Board of Directors Meeting Schedule;

#### **BACKGROUND:**

The Woodlands Convention and Visitors Bureau, publicly known as Visit The Woodlands, proposes the following meeting dates for 2022 with the addition of proposed special meeting dates if necessary.

Tuesday, January 11, 2022 (Annual Meeting)

Wednesday, February 16, 2022

Wednesday, March 16, 2022 (Special meeting if necessary)

Wednesday, April 20, 2022

Wednesday, May 18, 2022 (Special meeting if necessary)

Wednesday, June 15, 2022

Wednesday, July 20, 2022 (Special meeting if necessary)

Wednesday, August 17, 2022

Wednesday, September 21, 2022 (Special meeting if necessary)

Wednesday, October 19, 2022

Wednesday, November 16, 2022 (Special meeting if necessary)

Wednesday, December 14, 2022

Each meeting will occur at 11:30 a.m. in The Woodlands Township Board Chambers, 2801 Technology Forest Boulevard, The Woodlands, Texas 77381.

#### **RECOMMENDATION**

Approve the 2022 meeting schedule of the Visit The Woodlands Board of Directors.

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### **Attachments**

2022 CVB Board Meeting Schedule

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