



**DOWNTOWN
LONG BEACH
ALLIANCE**

**Governance
Committee**

Denise Carter – Chair

Amy Chambers

Graham Gill

Griselda Suarez

Loara Cadavona

Staff

Austin Metoyer,
President & CEO

Kelsey Mader,
Executive Assistant

GOVERNANCE COMMITTEE MINUTES

Thursday, January 5, 2022

2:00 PM

The virtual portion of this meeting is being held pursuant to Assembly Bill 361.

DLBA Conference Room

100 W Broadway, Suite 120

Long Beach, CA 90802

OR

[Join Zoom Meeting](#)

Meeting ID: 827 1707 9780

Voting Present: Denise Carter, Amy Chambers, Graham Gill, Loara Cadavona

Voting Absent: Griselda Suarez

DLBA Staff: Austin Metoyer, Kelsey Mader

Guests: Amber Tovar, Catalyst; Elliot Lewis, Catalyst; Anthony Almaz, Catalyst

1. CALL TO ORDER and INTRODUCTIONS – Denise Carter, Chair
Meeting presentation. Called to order at 2:03 PM.

2. APPROVE MINUTES

ACTION: Postpone approval of minutes from November 29, 2022, meeting until next Governance Committee meeting.

MOTION: 1st: Gill; 2nd: Cadavona.

VOTE: None opposed. No abstentions. Chambers not present for vote. Motion passes.

3. CHAIRPERSON'S REPORT – Carter

A. **Board & Committee Vacancies**

i. 2022-23 Board

(a) Advisory (1)

ii. 2022-23 Programming Committees

(a) Public Safety (2)

- Three candidates have been interviewed for these vacancies. Broc Coward, DLBA COO, and Isidro Panuco, DLBA Public Safety Committee Chair, will soon decide which two candidates are best suited to fill these seats.

(b) Marketing & Communications (1)

- Patrick Michel (a recommendation from DLBA Board Member Sheva Hosseinzadeh) was interviewed by Coward and DLBA Communications Manager, Mike Berman.

ACTION: Approve **Patrick Michel** to serve on DLBA's Marketing & Communications Committee, effective immediately and expiring September 30, 2023.

MOTION: 1st: Cadavona; 2nd: Gill.

VOTE: None opposed. No abstentions. Chambers not present for vote.

4. STAFF REPORT

A. [Organizational Calendar](#) Review – Kelsey Mader

i. Stakeholder Audit

- This is staff led. The information gathered leads directly into the Board Election process.
 - Governance is responsible for Board Election interviews. This applies to both returning Board members and new Board members.
 - Business and Property Owners receive mailings for both the Stakeholder Audit and Board Election.
- The goal of this Audit is to make sure DLBA's mailing information is accurate.
- Metoyer explained the difference between rate payers and stakeholders. Rate payers are the individuals/businesses in each district that pay an annual assessment, whereas stakeholders refers to everyone living/working downtown. Mader added that DLBA's Bylaws, however, consider rate payers and stakeholders synonymous meaning stakeholders are only those who pay an assessment.
- Mader and Chambers discussed the process for correcting returned mail from this audit. DLBA staff cross references information on file, research via internet, as well as exploring other avenues to get these addresses corrected.
- Carter and Mader clarified that only stakeholders (as defined by the Bylaws) are eligible to vote, and only in their respective districts.
- Cadavona asked how other Business Improvement Districts (BIDs) define stakeholder. Metoyer answered that most BIDs define this the same way as DLBA Bylaws but many are trying to shift to a more inclusive definition of stakeholder because of Diversity, Equity, Inclusion, and Access (DEIA) efforts.

ii. Bylaw & Election Procedure Amendments

- Governance is responsible for reviewing Bylaws and recommending changes to the Board.
- Election procedure amendments must happen by end of January for February Board approval.
- Bylaw amendments traditionally happen in April but can occur at any time in the year.

B. Advisory Board Seat Designations

- Metoyer reviewed potential advisory seat categories which include:
 - Education (Codified under CSULB)
 - Arts & Culture/Non-Profit
 - Tourism, Hospitality, & Entertainment
 - Business & Economic Development
 - Non-Profit/Religion Institution
 - CD1 (Codified for each Council Office)
 - CD2 (Codified for each Council Office)
 - "At-Large"/Miscellaneous
- Metoyer asked the committee to consider who are our current advisors and what category do they fit in, whether it be intentional or not? What is codified and what should be codified?
- Metoyer reviewed other organizations that can fit in these categories (ensuring DLBA is not creating categories for just one or two organizations)
- Other potential categories:
 - Tenant Rights
 - Homeless Service Providers and Affordable Housing
 - Medical & Health
- Metoyer posed a few additional questions to the Committee to consider:
 - How does the advisory category align with organizational strategic objectives and goals?
 - How does the advisory category align with DLBA's diversity, equity, inclusion, and access initiatives?
 - What advisory categories provide the broadest scope for strategic partnership opportunities?
 - Which organizations/groups have been missing from the conversation? What categories help to bring them in?

- Carter asked what the goal of the advisory seats is. Metoyer said historically it has b allowed for flexibility which creates more opportunity for some people to serve on the Board when there is not an open, eligible seat for them. Advisory seats can also be seen as a holding period while waiting for a voting seat. Moving forward these seats should be seen as an opportunity for who can be brought to the table who doesn't exactly fit into the Bylaws.
- Carter noted that there is a benefit in not making these seats too specific because it could be too limiting. She proposed letting the Board look at industry focus on a case-by-case basis.
- Cadavona asked about developing a criteria matrix to help determine implement Carter's suggestions. Mader mentioned an existing scoring matrix which has been used year after but hasn't been updated in a while. Governance can update this document as needed.

C. [DEIA Framework](#) – Austin Metoyer

- Metoyer reminded the committee that the next step in this framework is understanding the background and lived experiences of those on the Board and making sure that those align with those who live in downtown.
- A demographic survey will be discussed at the next couple Governance Committee meetings.

D. Misc. – Austin Metoyer

5. OLD BUSINESS

6. NEW BUSINESS

7. PUBLIC COMMENT (three minutes on all non-agenda items)

- Lewis asked about DLBA's administrative committee meetings and board meeting dates. Mader will get these dates/invitations sent to him and his team.
- Tovar talked about categories and said Convention and Visitors Bureau (CVB) would be an excellent addition to the DLBA Board.

8. ADJOURNMENT

Adjourned at 3:05 PM.

NEXT GOVERNANCE COMMITTEE MEETING:

February 22, 2023

Location: HYBRID

***Mission: Cultivate, preserve, and promote a healthy, safe, and prosperous
Downtown for all.***

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