



**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

Tuesday, November 29, 2022

4:00 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: 820 0026 8842

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

Voting Absent: None

DLBA Staff: Austin Metoyer, Kelsey Mader

1. CALL TO ORDER and INTRODUCTIONS – Denise Carter, Chair
Meeting presentation. Called to order at 4:03 PM.
2. APPROVE MINUTES
ACTION: Approve Minutes from [October 24, 2022 Meeting](#)
MOTION: 1st: Chambers; 2nd: Cadavona
VOTE: None opposed. Gill not present for vote. Motion passes.

3. CHAIRPERSON'S REPORT – Carter

A. [Board & Committee Vacancies](#)

i. 2022-23 Board

(a) Advisory (1)

- Carter reminded the Committee to read DLBA Bylaws to understand how Advisory seats work. Eventually the goal will be to have these seats align with the Strategic Plan and Diversity, Equity, Inclusion, and Access (DEIA) initiative.
- The current Advisory set vacancy may be filled by an organization in the travel and tourism industry. Later this year the committee will investigate codifying this and possibly other Advisory seats, giving different industries seats on the Board.
- Cadavona appreciates the intentionality of designating Board seats within the context of DEIA. She added that it is good that the organization is looking at broader categories to recognize other DEIA needs while also being strategic.

ii. 2022-23 Programming Committees

(a) Public Safety (2)

- Carter encouraged the committee to help find candidates to fill the remaining programming committee vacancies.
- Suarez mentioned that the roster link is outdated and asked that this be updated. Mader said she will update this before the next meeting.

(b) Marketing & Communications (I)

- Chambers asked if there are set times for both these committees. Mader clarified what the new meeting times are and shared that she would update the Board on this.

B. Overview of Board Representation (DLBA Bylaws Article 8)

- Mader shared three different maps to help illustrate different Board seats and the neighborhood/area they represent. She identified the different Downtown Parking Improvement Area (DPIA) Marketing areas and the boundaries differentiating the Premium area of the Property Based Improvement District (PBID) from the Standard area. These are all elected seats.
- Last year the Governance Committee created a new resident map to account for the redistricting throughout Downtown and the entire City. Previously the Board had a residential representative from Council District 1 and Council District 2. Since Council District 2 is almost completely out of the district now, residential representation has shifted to be focused on resident density. This new map divides the district between north and south. One resident from each of these new areas has a voting seat on the Board.
- Gill made note of renters vs. owners, adding that there are now more new renters than new owners in Downtown.
- Cadavona pointed out the distinction between DPIA and PBID and that these were combined in one board. She asked if there are Business Improvement Districts (BIDs) that manage multiple districts and if DLBA can look into what their practices are. Metoyer said that majority of BIDs keep their districts separate but there are pluses and minuses to both. DLBA's work is quite blended which is why the two districts sit on the same Board

4. STAFF REPORT

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

- Mader reviewed this calendar, specifically calling out the Stakeholder Audit and Board elections and steps leading up to these projects.
- This tool gives a high-level overview of what administrative committees and the Board are doing throughout the fiscal year.

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

- Metoyer reminded the Committee that last year the Board approved the DEIA Framework which came together as a result of the work of the DEIA Steering Committee. This committee was co-chaired by Board members Denise Carter, Griselda Suarez, and Michael Vitug.
- The goal of this initiative is to learn how to improve the Board and its governance structure while staying accountable for these efforts. The first stage of this is understanding the composition of the Board, then eventually the committees.
- Cadavona suggested looking into resources from another non-profit to get guidance on questions to ask and information to gather.
- Chambers asked what made DLBA want to do this work. Metoyer shared that this started in 2020 after the murder of George Floyd. It began internally from the staff perspective. Staff was focused on what the organization's impact was on the community that it serves. Eventually this initiative would expand to staff and Board recruitment as well.
- Carter and Suarez said this is just the first step at DLBA to start a larger process.

C. Advisory Board Seat Designations – Metoyer & Mader

- Metoyer reviewed the Advisory seats in greater detail.
- Suarez added that each year she has served on the Governance committee Advisory seats have been a topic of conversation. She identified the different roles of the Board: Non-Voting Advisors, Voting Directors, and Officers of the Board.
 - DEIA intersecting with Governance allows for Governance committee members to concentrate on clear definitions of these roles. Some roles have been deleted (i.e., Long Beach Community College because they were no longer interested). This expands who can have large influence on the Board.
 - Suarez added that the Bylaws are unclear if advisors follow term limits.

D. Misc. – Austin Metoyer

- Metoyer reminded the Committee of DLBA’s upcoming Annual Holiday Mixer.

5. OLD BUSINESS

6. NEW BUSINESS

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

8. ADJOURNMENT

Adjourned at 5:15 PM.

NEXT GOVERNANCE COMMITTEE MEETING:

December TBD

Location: HYBRID

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

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