



**DOWNTOWN
LONG BEACH
ALLIANCE**

**Governance
Committee**

Denise Carter – Chair

Amy Chambers

Graham Gill

Griselda Suarez

Loara Cadavona

Staff

Austin Metoyer,
President & CEO

Kelsey Mader,
General Manager

GOVERNANCE COMMITTEE MINUTES

Tuesday, March 28, 2023

1:00 PM

DLBA Conference Room

100 W Broadway, Suite 120

Long Beach, CA 90802

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

Voting Absent: Graham Gill

DLBA Staff: Austin Metoyer, Kelsey Mader, Amanda Barrera, Jeremy Ancalade, James Ahumada

1. CALL TO ORDER and INTRODUCTIONS – Denise Carter, Chair
Called to order at 1:05PM.
2. APPROVE MINUTES
ACTION: Approve Minutes from **February 22, 2023 Meeting**
MOTION: 1st: Cadavona; 2nd: Chambers
VOTE: None opposed. No abstentions. Suarez not present for vote. Motion passes.
3. CHAIRPERSON'S REPORT – Carter
 - A. **Board & Committee Vacancies**
 - i. 2022-23 Board
 - (a) DPIA – Pine (1)
 - This seat recently became available when Monica Garrett stepped down after moving her business outside of Downtown.
 - (b) Advisory (1)
 - ii. 2022-23 Programming Committees
 - (a) Marketing & Communications (2)
 - One vacancy is as a result of Monica Garrett's departure from the Board.
 - The second vacancy is due to Carter stepping down. Carter still serves on two committees in addition to the Board.
 - (b) Economic Development (1)
 - Lucius Martin had to step down after transitioning to the Mayor's Office as Deputy Mayor for Economic Development.
 - Recommended to fill his seat is another City staffer, Courtney Chatterson who has worked closely with small businesses and their needs.

ACTION: Approve **Courtney Chatterson** to serve on DLBA's Economic Development Committee effective immediately and expiring September 30, 2023.

MOTION: 1st: Chambers; 2nd: Cadavona

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

4. STAFF REPORT

- A. [Attendance Report](#) Review – Amanda Barrera
- Barrera reviewed programming committee member absences for the first half of the fiscal year, calling out those who have three or more absences.
 - Chambers and Mader discussed how to address excessive absences, noting the Bylaws give ultimate authority to the Chairperson of the respective committee.
 - For willing participants who have scheduling conflicts, the committee can look at moving its regularly scheduled meeting time in order to accommodate the entire group.
- B. Revision to [Bylaw Section 8.5\(g\)](#) – Austin Metoyer
- Metoyer reviewed discussion from November where the Committee discussed codifying certain seats on the Advisory Board. Members considered calling out all seats to represent certain industries, but after further discussion worried that might not provide enough flexibility.
 - Instead, the Committee suggested calling out a couple seats for specific industries and leaving the remaining open for strategic partnerships in the future.
 - The two industry seats being codified are Arts & Culture and Hospitality & Tourism.
 - Cadavona, Metoyer, and Ahumada discussed the California State University Long Beach (CSULB) seat and whether that should become a more general seat for education in the area. This topic will return to the Committee after Metoyer speaks with the designee from CSULB for feedback.

ACTION: Review to approve or revise recommendations to amend Bylaw section 8.5(g) and send to Board of Directors for two-thirds approval.

MOTION: 1st: Cadavona; 2nd: Chambers

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

- C. Revision to [Bylaw Section 11.2](#) – Austin Metoyer
- This Bylaw revision specifically calls out Directors and Advisors, clarifying that the same term limits apply to both roles.

ACTION: Review to approve or revise recommendations to amend Bylaw section 11.2 and send to Board of Directors for two-thirds approval.

MOTION: 1st: Chambers; 2nd: Cadavona

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

- D. Discussion Around Additional Bylaw Amendments – Kelsey Mader
- Cadavona discussed the option of changing the definition of “stakeholder” to “ratepayer” throughout the Bylaws. She feels that this is a better reflection of who the Bylaws are identifying.
 - This discussion will continue at the next Governance Committee meeting, possibly alongside an action item.
- E. Board Demographic Survey Review – Austin Metoyer
- Metoyer and Carter are finalizing this survey after reviewing the Governance Committee’s notes. It will go out to the entire Board soon.
- F. Misc. – Austin Metoyer
- Metoyer reviewed the success of DLBA’s recent Celebrate Downtown event, and announced that the entire DLBA staff will be attending the International Downtown Association’s (IDA) West Coast Urban District Forum this week.

5. OLD BUSINESS

6. NEW BUSINESS

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

8. ADJOURNMENT

Adjourned at 1:59PM.

NEXT GOVERNANCE COMMITTEE MEETING:

April 26, 2023

Location: DLBA Conference Room

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

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