



**DOWNTOWN  
LONG BEACH  
ALLIANCE**

## **Governance Committee Meeting**

**Wednesday, March 24, 2021**

### **Action Report: Agenda Item 3B (i)**

#### **Glossary of Terms:**

**Directors:** Includes all voting members of Board, elected or appointed

**Advisors:** Includes all non-voting appointees to the Board

**Stakeholder:** Any person, firm, corporation, or professional, engaged in a retail trade, providing a service or having a business, or owning residential, commercial or income generating property, or any other assessed entity within the Assessment Districts shall be a Stakeholder.

#### **BACKGROUND:**

**To codify the requirement that all members of the Board of Directors must serve on a minimum of one committee, the following amendments to section 8.2 are being recommended:**

#### **Section 8.2 Standard of Care (page 9)**

**All directors shall be required to serve on a minimum of one committee each year of their term.** Each director shall perform such duties in good faith, in a manner such director believes to be in the best interest of the Corporation and its Members, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances and in accordance with the Code of Ethics and Conduct.

#### **RECOMMENDED ACTION:**

**Review to approve or revise recommendations to amend Bylaw Section 8.2 and send to Board of Directors for two-thirds approval.**