GOVERNANCE COMMITTEE MEETING MINUTES
December 14, 2020
2 PM
Join Zoom Meeting

Voting Present: Loara Cadavona, Griselda Suarez, Jeremy Harris, Silvano Merlo
Voting Absent: Allison Kripp, Todd Lemmis
DLBA Staff: Kraig Kojian, Kelsey Mader, Broc Coward

1. CALL TO ORDER and INTRODUCTIONS – Loara Cadavona, Chair
Meeting Presentation. Meeting called to order at 2:01 PM.

2. APPROVE MINUTES
ACTION: Approve Minutes from November 24, 2020 Meeting
MOTION: 1st: Harris. 2nd: Suarez.
VOTE: None opposed. No abstentions. Motion passes.

3. CHAIRPERSON’S REPORT – Cadavona
   A. Board and Committee Vacancies
      i. Board Vacancies:
         (a) DPIA East Village (1)
            • This seat was made vacant by the relocation of Jeremy Schott’s business.
            • In a previous meeting Kripp mentioned that Suarez had a potential candidate who owns a floral shop in the area.
            • Suarez requested clarification to the boundaries of this district and will reach out to candidate to gauge interest.
            • Cadavona identified the owner of Make Collective as another candidate that may be interest in this seat.
      ii. Committee Vacancies
         (a) Public Safety (2)
            MOTION: 1st: Merlo. 2nd: Harris.
            VOTE: None opposed. No abstentions. Motion passes.
            (b) Events & Sponsorships (1)
            (c) Placemaking (1)
            ACTION: Approve Cynthia Lujan to replace Griselda Suarez on the DLBA 2020-21 Placemaking Committee, effective immediately and expiring September 30, 2021.
            MOTION: 1st: Suarez. 2nd: Harris.
            VOTE: None opposed. No abstentions. Motion passes.
   B. Review Bylaws + Election Procedures
      • Cadavona confirmed that all current committee and Board members should have the most recent Bylaws + Election Procedures.
      • Based on State of California Executive Order N-29-20, Cadavona and Kojian acknowledge the shift in organizational practices brought on by the pandemic (i.e.: Zoom Teleconferencing and freezing the Board and committees). They recommended that the committee consider these adjustments when reviewing potential Bylaw amendments, in compliance with State Law.
      • The Committee will revisit the potential amendments to these documents again in January.
C. Review Committee Calendar
- Mader reviewed the Committee and its calendar breakdown and it will incorporate this item as a permanent linked document in all future Governance Committee agendas.
- Kojian recommended Cadavona and the Governance Committee reach out to the Board members who are eligible to remain on the Board to gauge their interest to serving another term.
- Board of Directors term tracking document will be included in the agendas for upcoming meetings.

4. OLD BUSINESS
5. NEW BUSINESS
6. PUBLIC COMMENT (three minutes on all non-agenda items)
7. ADJOURNMENT
   Meeting adjourned at 2:16 PM

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<th>NEXT GOVERNANCE COMMITTEE MEETING:</th>
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<tr>
<td>Wednesday, January 27, 2021</td>
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<tr>
<td>8 AM</td>
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<td>Location: ZOOM</td>
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Mission: Cultivate, preserve, and promote a healthy, safe, and prosperous Downtown

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