GOVERNANCE COMMITTEE MEETING MINUTES
Wednesday, July 27, 2022
8:00 AM

Voting Present: Debra Fixe, Alan Pullman, Griselda Suarez
Voting Absent: Jeremy Harris, Allison Kripp
DLBA Staff: Kelsey Mader, Broc Coward

1. CALL TO ORDER and INTRODUCTIONS – Debra Fixen, Chair
Meeting presentation. Called to order at 8:05 AM.

2. APPROVE MINUTES
ACTION: Approve Minutes from April 27, 2022 Meeting
MOTION: 1st: Suarez; 2nd: Pullman
VOTE: None opposed. No abstentions. Motion passes.

3. CHAIRPERSON’S REPORT – Fixen
   A. Board & Committee Vacancies
      • Fixen briefly reviewed the current vacancies, noting that these seats will remain empty until the upcoming fiscal year begins. Vacant Board seats will remain as to not cut a new Board member’s term short by several months.
      • Board interviewees for the upcoming fiscal year who are not selected to serve on the Board will be recommended for committee vacancies.
         i. 2021-22 Board
             (a) PBID Standard (1)
             (b) Advisory (2)
         ii. 2021-22 Committees
             (a) Special Events (1)
             (b) Public Safety (1)
             (c) Marketing & Communications (1)
   B. Board Interview Review/Updates
      • The Committee reviewed the interviews that took place over the last several weeks. Each interviewee was scored on the same matrix and asked the same questions.
      • Some areas the Committee paid particular attention to is leadership qualities, vision for Downtown, and time commitment. Ultimately 4 new members were selected to join the Board in the upcoming year. These individuals are scheduled to be approved by the Board at the August meeting.

ACTION: Recommend to the Board the following appointments to fill Board vacancies for FY22-23
   • John Tully: At-Large (voting)
   • Jimmy Spicer: At-Large (voting)
   • Shane Young: PBID Standard (voting)
   • Jane Gould: Advisor (non-voting)
MOTION: 1st: Fixen; 2nd: Pullman
VOTE: None opposed. No abstentions. Motion passes.
C. Membership Bylaw Review (Article 7 of DLBA Bylaws)
   - Article 7 of DLBA’s Bylaws pertains to membership dues for entities outside the district that do not pay assessments. This membership would grant DLBA’s services to the respective entity at a cost determined by the President & CEO and Board of Directors.
   - Coward reviewed how this Article has changed over the years, noting that there are no records noting it had every been used.

ACTION: Recommend the Board to remove Article 7 from the Bylaws.
MOTION: 1st: Fixen; 2nd: Pullman.
VOTE: None opposed. No abstentions. Motion passes.

D. Board Neighborhood Representatives
   - Resulting from a conversation that occurred when asking a Board member if interested in returning for another term, the Committee brainstormed about ways to help inform Downtown stakeholders who their Board representative is. Some ideas included specialized newsletters, door-to-door meet-and-greets, and mixers.

E. Special Governance Committee Meeting Dates – Election Results
   - Mader will follow up with the Committee to set a date for the special meeting in August to oversee the tabulation of the Board election results.

4. OLD BUSINESS
5. NEW BUSINESS
6. PUBLIC COMMENT (three minutes on all non-agenda items)
7. ADJOURNMENT
   Adjourned at 8:57 AM

NEXT GOVERNANCE COMMITTEE MEETING:
August TBD
Location: Zoom
Mission: Cultivate, preserve, and promote a healthy, safe, and prosperous Downtown

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