



City Hall at St. James
117 W. Duval Street, Jacksonville, FL. 32202
2nd Floor, Conference Room C.

Wednesday, March 29, 2017 – 2:00 P.M. – 3:00 P.M.

DOWNTOWN INVESTMENT AUTHORITY BOARD
Governance Committee Agenda

Members: Committee Chair, O. Barakat, C. Gibbs and J. Meeks

I. CALL TO ORDER – O. Barakat

II. ACTION ITEMS

- Discuss DIA Bylaws

III. ADJOURNMENT

- Next Regularly Scheduled Meeting:

Downtown Investment Authority
Governance Committee Meeting

Wednesday, March 29, 2016 2:00 p.m.



City Hall at St. James
117 West Duval St., 2nd Floor Conference Room C

DIA Governance Committee
DRAFT MEETING MINUTES

Board Members Present: Oliver Barakat; Craig Gibbs, and Jack Meeks

Committee Board Members Absent: None

Office of General Counsel: John Sawyer

Council Member: None

Attendees: Aundra Wallace, DIA Chief Executive Officer; Tom Daly, DIA Real Estate Analyst; Jim Klement, DIA Development Coordinator and Karen Underwood, DIA Executive Assistant

I. CALL TO ORDER

Chairman Barakat called the Governance Committee meeting to order at approximately 2:00 p.m.

II. DISCUSSION

CEO Wallace stated that the meeting today is regarding the below:

- DIA Administrative Budget April 10th and April 11th OPP Budget
- Reassess from a governance standpoint where the DIA is going for an organization/leadership perspective.
- Expired Board Member terms Kay Harper-Williams 06/30/2015 and Craig Gibbs 06/30/2016.
- Next Slate of Officers
- Leadership Chair, Vice Chair, Secretary and Treasurer
- Relationships with Administration, City Council, Jax. Chamber and Civic Council
- Preparation of conversations with management for Budget Cycle funding for the organization
- Keep momentum going with ULI and NAIOP
- House needs to be in order
- Compliance
- Running low on Retail Enhancement funding. \$9,000 took away ability to do singles, doubles and triples.

Board Member Meeks suggested selecting an officer based on current members. Go to the Administration on willingness to continue terms or select leadership based on extended terms.

CEO Wallace will approach the administration regarding board member expiring terms.

Committee Chairman Barakat stated that he would be reluctant to appoint an officer on a month-to-month basis. If the expired terms members are not reinstated, it would be appropriate to become a Vice-Chair, Chair or Secretary.

CEO Wallace put forward a strategy to solidify slate of Board members by June 2017.

Board Member Meeks advised for more people to see some of the things that has happened thus far.

The Committee briefly discussed the Trio.

- Bailey cannot be chairman until Bylaws are amended.
- A Member can Chair for three (3) out of (4) years and have more than (2) consecutive years.
- Barakat is eligible for Chair.
- DIA Chairman Role has to be available, institutional background, dedicated, has community relationships with the Downtown Stakeholders, willing to meet with CEO every week, own the DIA and empowers the Board to do the things that need to get done and passionate.
- Conversations will be laid out during the Budget committee meetings.
- CEO Wallace will address the two (2) vacancies.
- Bring back to Committee after discussion with Administration to discuss slate of officers and priorities of the Budget.
- Committee Chairman Barakat stated that this year is more critical.

Tom Daly reviewed Bylaws that conflict with the Ordinances with the Committee to revise at a later meeting. Staff will work with the Office of General Counsel to make the consistent changes.

- **Page 9: Section 2.6 Pre-Application Meetings:** delete with one Board Member and
- **Page 10: Section 3.4 Removal: & Section 6.5 Attendance:** is inconsistent with the Section 500 of the Ordinance Code governing all Boards and Commissions. A handout of the code was distributed Section 50.104 – Vacancies; attendance, limitation on terms of service.
- **Page 11: Section 5.0 Committee:** 5:2 Standing Committee, Retail Enhancement, Strategic Implementation Committee and Governance Committee
- **Page 13: Section 6.6 Order of Business** (switching d. and e.)
- **Page 13: Section 7.0 Deferrals: 7.2 Mandatory Deferral:** (a) No Staff Recommendation considered dropping it down to optional deferral. Would prevent anyone from coming directly to the board to state their case. **7.3 Optional Deferral:**
- **Page 19: 12.2 Recording Secretary/Records Custodian: consider changing it to the DIA may assign a Recording Secretary** – Karen is conducting these duties at the present time.
- **Page 20: Amendment of Bylaws:** “two-thirds vote of all Board members

III. NEXT MEETING TO BE DETERMINED

There being no further business, Governance Committee Chairman Barakat adjourned the meeting at approximately 3:00 P.M.

The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, an audio CD is available upon request. Please contact Karen Underwood, at (904) 630-3492, or by email at karenu@coj.net.

DRAFT FOR CIRCULATION NOT APPROVED BY COMMITTEE