

*Downtown Investment Authority
Governance Committee
Agenda
City Hall at St. James, 117 W. Duval Street
3rd Floor, Conference Room C.
Wednesday, August 5, 2015 at 10:00 a.m.*

Members: Committee Chair, C. Gibbs, Board Member D. Goldstein and Board Member J. Meeks

I. Call to Order

II. Action Items – Chairman Gibbs

- a) Review of the DIA ByLaws

111. Discussion

IV. Assignments/Next Steps

IV. Next Meeting _____

Staff Distribution

Aundra Wallace, DIA Chief Executive Officer
Jim Klement, DIA Development Coordinator
Guy Parola, DIA Redevelopment Manager
Tom Daly, DIA Susan Grandin, Office of General Counsel
Lawsikia Hodges, Office of General Counsel
Susan Grandin, Office of General Counsel
Karen Underwood, DIA Executive Assistant

Downtown Investment Authority
Governance Committee Meeting

Wednesday August 5, 2015 10:00 a.m.



City Hall at St. James
117 West Duval St., 3rd Floor Conference Room C

DIA Governance Committee
MEETING MINUTES

Board Members Present: Craig Gibbs, Committee Chairman; Board Member Melody Bishop and Jack Meeks.

Committee Board Members Absent: None

Office of General Counsel: Lawsikia Hodges

Council Member: None

Attendees: Aundra Wallace, DIA Chief Executive Officer; Guy Parola, DIA Redevelopment Manager; Jim Klement, DIA Development Coordinator and Karen Underwood, DIA Executive Assistant

I. CALL TO ORDER

Chairman Gibbs called the Governance Committee meeting to order at approximately 10:15 a.m.

II. DISCUSSION

Chairman Gibbs stated the meeting today is regarding the ByLaws. The Board reviewed the Downtown Investment Authority ByLaw section by section. Board Member Bishop commented that the Board needed to check to see if any of the items that were changed from the approval of the Redevelopment Plan.

2.0 Powers and Duties

Board Member Meeks inquired about 2.22 (12) and asked how restrictive was the section. Lawsikia Hodges responded that the powers and duties are not standard in ByLaws. She suggested striking the entire section and includes a cross reference to the Ordinance. She stated that she would go through the Ordinance and the ByLaws at the next Governance Committee Meeting. The ByLaws are meant to provide flexibility in the Ordinance that has not been addressed in addition to Quasi-Judicial language needing to be cleaned up.

The Board discussed the following sections:

- 3.3 Resignation and 3.4 Removals.

- Independent Agencies
- Muni Code Chapter 50

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS APPROVING FOR LAWSIKIA HODGES TO RETURN WITH A SUMMARIZED DOCUMENT REFERENCING EVERYTHING IN ORDINANCE 2014-560 LEADING THE COMMITTEE TO DISCUSS PROPOSED CHANGES TO THOSE AREAS THAT ARE LEFT. THE MOTION PASSED UNANIMOUSLY 2-0.

A discussion ensued regarding 3.4 Removals.

A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER MEEKS TO AMEND THE BYLAWS SECTION 3.4 REMOVAL LAST WORD FROM AT THE REQUEST OF THE CHAIR TO THE BOARD. THE MOTION PASSED UNANIMOUSLY 2-0.

Public Comment

Bruce Fouraker

Chairman Gibbs recommended that the Board would make the request, not the Chair. The Chair should remove a member at the direction of the Board. After further consideration Board Member Meeks stated that it would come as a request from the governance committee, to the Board. If the Chair didn't follow through, then it would go through the Vice Chair.

Board Member Bishop concurred and stated that she would like to meet personally with Council President Anderson to explain why the member needs to resign. CEO Wallace noted that he was almost sure that the member will be resigning.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS FOR THE GOVERNANCE COMMITTEE TAKE TO THE BOARD REQUESTING THE CHAIR TO DRAFT A LETTER TO SEEK THE RESIGNATION OF UNATTENDING MEMBER

CEO Wallace considered the committee to ask the Chairman to talk with the Mayor regarding the attendance record for that member. Board Member Meeks commented that the committee will have reason based on having another meeting within a month or six weeks with the return of the bylaw revision. Board Member Meeks withdrew his motion.

Melody Bishop addressed the considerations below:

- 4.4. Terms striking and to consider January 1st or October.
- 4.2 Selection: striking July to a month before taking office.
- 6.3 Notice of Meeting: striking 3 days to 24 hours.

Board Member Meeks noted that the committee would be better off keeping 4.4 Terms of office the same as the terms of appointments. He referenced 4.2 Selection and agreed to have a number of days that a nomination committee.

6.3 Notice of meeting – it would be alright for noticing a meeting at a minimum of 24 hours' notice. Lawsikia will provide draft and bring back to committee.

Board Member Gibbs restated the considerations:

4.4 keeping the July 1st date
4.2 30 days prior to July 1

Board Member Meeks addressed not having members on the committee who also serve other downtown boards that are in liaison relationships.

Lawsikia Hodges reported if that change was made, it needs to be made at the Ordinance level.

CEO Wallace noted that he could see the benefits of a member being on both boards. Board Member Meeks agreed and noted that the member should be an exofficio or a liaison member.

III. NEXT MEETING TO BE DETERMINED

There being no further business, Governance Committee Chairman Gibbs adjourned the meeting at approximately 11:23 a.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.