

Downtown Investment Authority
Governance Committee
Agenda
City Hall at St. James, 117 W. Duval Street
3rd Floor, Conference Room C.
Thursday, September 18, 2014

Members: Committee Chair, Craig Gibbs, Board Member Goldstein and Board Member Meeks

II. Agenda Topics

1. DIA Internal Governance
 - A. By-Laws regarding Board Member Attendance
 - B. Conflicts of interest
2. Organizational Governance
 - A. Proposed legislation

III. Goals

IV. Assignments/Next Steps

V. Next Meeting _____

Staff Distribution

Aundra Wallace, DIA Chief Executive Officer
Guy Parola, DIA Redevelopment Manager
Susan Grandin, Office of General Counsel
Lawsikia Hodges, Office of General Counsel
Karen Underwood, DIA Executive Assistant

Downtown Investment Authority
Governance Committee Meeting

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

Thursday, September 18, 2014 3:00 p.m.



DIA Meeting
MEETING MINUTES

Board Members Present: Craig Gibbs, Committee Chairman; Doris Goldstein and Jack Meeks

Board Members Absent: None

Office of General Counsel: Lawsikia Hodges and Susan Grandin

Council Member: Lori Boyer

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

I. CALL TO ORDER

Chairman Gibbs convened the governance committee meeting to order at approximately 3:03 p.m.

II. AGENDA TOPICS

1. DIA INTERNAL GOVERNANCE

A. BY-LAWS REGARDING BOARD MEMBER ATTENDANCE

Chairman Gibbs brought forth by laws Section 3.4 Removal.

The committee reviewed and discussed Section 3.4 Removal of the DIA Bylaws.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GOLDSTEIN TO REQUEST CHAIRMAN BARAKAT TO MEET WITH MIA JONES AND SUBJECT TO THAT MEETING, HAVE A CONVERSATION WITH BOARD MEMBER CLEMENTS REGARDING HIS FUTURE ATTENDANCE. THAT CONVERSATION COULD INCLUDE BUT NOT BE LIMITED TO A DISCUSSION REGARDING HIS ABILITY TO ATTEND FUTURE MEETINGS, AND SUBJECT TO HIS ABILITY TO DO THAT DISCUSSING THE POSSIBLE APPOINTMENT FROM SOMEONE FROM HIS ORGANIZATION INSTEAD WHO WOULD BE A NORMAL AND REGULAR ATTENDEE OF THE DIA REGULAR BOARD MEETINGS. THE MOTION PASSED UNANIMOUSLY 3-0

A MOTION WAS MADE BY BOARD MEMBER GOLDSTEIN AND SECONDED BY BOARD MEMBER MEEKS RECOMMENDING THAT SECTION 3.4 OF THE BYLAWS BE AMENDED TO STATE THAT IF A BOARD MEMBER FAILS TO ATTEND (3) MEETINGS WITHOUT EXCUSE DURING A CALENDAR YEAR WITHOUT CAUSE, THAT THAT PERSON BE SUBJECT TO REMOVAL. THE MOTION PASSED UNANIMOUSLY. 3.0

The committee member reviewed and discussed Section 3.3 Resignation of the DIA Bylaws.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GOLDSTEIN RECOMMENDING THAT SECTION 3.3 OF THE DIA BYLAWS BE AMENDED TO STATE ANY MEMBER MAY RESIGN FROM THE DIA BY RESIGNATION EFFECTIVE UPON TENDERING THEIR RESIGNATION IN WRITING TO THE OFFICE OF THE MAYOR OR THE PRESIDENT OF THE COUNCIL DEPENDING ON WHO APPOINTED THE MEMBER. THE MOTION PASSED UNANIMOUSLY 3.0

B. CONFLICTS OF INTEREST

The committee reviewed and discussed changes to Ordinance Code Section 55.308 Powers and Duties of board member that serve on other boards.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS RECOMMENDING A CHANGE TO THE ORDINANCE CODE THAT A DIA BOARD MEMBER CAN NOT SERVE ON BOARDS OR HAVE EMPLOYMENT WITH AN ENTITY THAT COMES BEFORE THE DIA FOR FUNDING OR APPROVAL OF BUDGETS. THE MOTION PASSED 2-1-0 (GOLDSTEIN)

2. ORGANIZATIONAL GOVERNANCE

A. PROPOSED LEGISLATION

III. GOALS

CEO Wallace brought forward the handout of the proposed Ordinance prepared by the Office of General Counsel regarding Government operations, Chapter 656 changes for BID Plan and DIA.

The committee reviewed and discussed the draft proposed legislation regarding having a liaison relationship codified with other City departments.

- Section 28.103 Powers; functions and duties of Director
- Liaison relationship = Consultation role, advisory recommendation roles or the approval role
- The office of general counsel will provide the other added sections to the next governance committee meeting

- OGC asked the governance committee to review the 3 handouts before the next scheduled meeting.
- The development agreement forms will come to the board and related to the governance legislation prior to October 10.
- The development agreement forms may require a lengthy discussion because a group of people reviewed them and have a lot of comments
- Concerns were raised regarding how the staff was expected to receive unsolicited information from entities with special interest.

PUBLIC COMMENT

John Nooney commented that the DIA needs to offer a Resolution for an amendment to 2014-305 that would allow for a 10 minute commercial drop off or pick up at any existing or new dock, pier, and kayak launch in the new 2014-560 CRA/DIA 4.8 mile waterfront zone for Fuller Warren to the Matthews Bridge.

IV. NEXT MEETING 10/13/2014

There being no further business, Governance Committee Chairman Gibbs adjourned the meeting at approximately 5:00 p.m.

The next scheduled DIA Governance Committee meeting is scheduled for Monday, October 13, 2014 at 2:00 p.m., in City Hall at St. James, on the 3rd floor in Conference Room C.

Please note that all attachments referenced will be posted on the DIA website <http://www.coj.net/departments/downtown-investment-authority.aspx>

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.