



Downtown Investment Authority
Governance Committee Hybrid Meeting
Monday, March 28, 2022 – 3:00 p.m.

Governance Committee Hybrid Meeting
Draft – MEETING MINUTES

Governance Committee Members (CM) in Attendance:

Craig Gibbs, Esq., Chair
Carol Worsham, Committee Member (via Zoom)

David Ward, Committee Member
Braxton Gillam, Esq., Ex-officio

Committee Members Excused:

DIA Staff Present: Lori Boyer, Chief Executive Officer; Steve Kelley, Director of Downtown Real Estate and Development; Xzavier Chisholm, Administrative Assistant; Lori Radcliffe-Meyers, Downtown Development Coordinator (via Zoom); and Ina Mezini, Communication and Marketing Specialist (via Zoom).

Office of General Counsel: John Sawyer, Esq.

Council Members Present:

I. CALL TO ORDER

The Governance Committee meeting of March 28, 2022 was called to order at 1:00 p.m. by Chairman Gibbs.

II. PUBLIC COMMENTS

Chairman Gibbs called for public comment.

The following persons made in-person public comments, made public comments virtually through Zoom, or provided comments that were read into the record by DIA Staff. Note: the subject matter of the comment(s) indicated to the right of each person:

Seeing none, Chairman Gibbs closed the public comment portion.

III. REVIEW OF BYLAWS

CEO Boyer spoke to various deficiencies within the current DIA Bylaws and suggested the committee consider reviewing and cleaning up sections that need attention at a separate meeting. The meeting will likely take place in May or June in coordination with when the Governance committee will recommend its next slate of officers.

IV. RESOLUTION 2022-04-01: CONSENT AGENDA

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) RENUMBERING AND AMENDING SECTION 6.6 (ORDER OF BUSINESS) AND CREATING A NEW SECTION 6.6 (AGENDAS) OF THE DIA BYLAWS; DIRECTING BYLAWS TO BE AMENDED; AND PROVIDING FOR AN EFFECTIVE DATE.

CEO Boyer introduced the resolution in two versions, stating that *Version A* contemplates a consent agenda in the Order of Business of all resolutions which have received a favorable report without a negative vote from any committee member and to which no amendments were made in committee. Any board member could ask for an item to be pulled from the consent agenda for discussion. *Version B* includes this same language, and in addition, includes in the consent agenda resolutions that meet the established criteria for authority delegated to staff for primary consideration of certain funding requests.

CEO Boyer briefly spoke to the next resolution on the agenda (*Resolution 2022-04-02: Delegation of Authority*) and the reservations that Office of General Counsel’s John Sawyer had regarding the Board’s ability to delegate authority to the CEO and to what degree. Mr. Sawyer then spoke to his ongoing research and stated he has not reached a final conclusion. If it is determined that the Board does not have that power, they will need to go to City Council to write it in. CEO Boyer added that *Version B* of Resolution 2022-04-01 may be an appropriate middle ground for the time being.

Motion: CM Ward moved to approve **Version B** of Resolution 2022-04-01

Seconded: CM Gillam seconded the motion

Responding to a question from CM Gillam, CEO Boyer suggested that Resolution 2022-04-02 to establish what the threshold or criteria is that goes in the bylaws of what goes on the consent agenda.

Vote: Aye: 3 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 3-0-0

V. RESOLUTION 2022-04-02: CONSENT AGENDA FINANCIAL MATTERS DELEGATION OF AUTHORITY

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AMENDING **BYLAWS SECTION 2.0 (POWERS AND DUTIES); DELETING **BYLAWS** SECTION 2.6 PRE-APPLICATION MEETINGS AND REPLACING IT WITH A NEW SECTION 2.6; ~~DELEGATION OF AUTHORITY TO CEO~~; DIRECTING BYLAWS TO BE AMENDED; AND PROVIDING FOR AN EFFECTIVE DATE.**

CEO Boyer suggested the following changes to the language in the seventh “Whereas” clause:

WHEREAS, the DIA Board desires to **add to the consent agenda** ~~delegate to the CEO the authority to make~~ final loan or grant award decisions pursuant to approved program guidelines in an amount not to exceed _____ per application or applicant per year, subject to available budgeted funds; and

Responding to a question from Chairman Gibbs regarding the amount of a typical grant award, CEO Boyer stated that it is rare that the DIA receives grant award requests of less than \$10,000 or \$15,000, but added that the DIA may begin seeing more of those now that the Parking Screening Grant is live and the Façade Grant program is being promoted; she suggested keeping the number relatively low. She then suggested a threshold for sponsorship and event contributions of \$5,000.

Motion: CM Gillam moved to approve an amended Resolution 2022-04-02 that allows staff to award grants of up to \$15,000, and to award programming, sponsorships, and event contributions of up to \$5,000. Such Resolutions would be placed on the consent agenda for Board approval.

Seconded: CM Ward seconded the motion

Chairman Gibbs asked if there could be a situation where there is no clear category under which a funding contribution or award would fall. CEO Boyer responded that they are fairly distinct categories.

Vote: Aye: 3 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 3-0-0

VI. OTHER MATTERS TO BE ADDED AT THE DISCRETION OF THE CHAIR

None.

VII. ADJOURNMENT

Chairman Gibbs adjourned the meeting at 3:28 p.m.

The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, a recording is available upon request. Please contact Xzavier Chisholm at xchisholm@coj.net to acquire a recording of the meeting.