



Governance Committee Meeting Minutes

February 21, 2018
3:00 PM

549 Congress St
Portland, Maine

Directors Present: Trish McLellan, David Packard, Denine Leeman (call in), Penny St. Louis

Staff present: Casey Gilbert, Taffy Eaton

Minute 1. Chair Trish McLellan called the meeting to order

Minute 2. Approval of January 17, 2018 meeting minutes: Denine Leeman made a motion to approve the minutes, David Packard seconded the motion and the vote was unanimous.

Minute 3. Committee member guidelines

- A. Review Penny's guideline edits – this document is intended to give autonomy to committee Chairs
 - 1. Committee Chairs will be asked to forward their formalized guidelines to the Executive Committee then the Board of Directors
- B. Seek feedback from committee chairs (assign who is contacting who): The guidelines will be sent to all committee Chairs, then sent to the Executive Committee and Board. Upon Board approval, all committee Chairs will:
 - 1. Share the guidelines with their Co-chairs before distributing to committee members
 - 2. Casey offered to write a message to Chairs with the guidelines

Minute 4. Future Board members

- A. Awareness campaign: update on possible candidates
 - 1. Trish put the attached list of current Board members by industry codes. For At Large positions, the nominee must be the property owner or the owners' representative.
 - 2. Since each position up for election this year might have nominees in addition to returning candidates, suggestions were made for each:
 - Entertainment/Nightlife: Denine mentioned Josh Miranda at Blyth & Burrows
 - Restaurant:
 - David met with David Levi at Vinland
 - Kim will talk to Kim Smith at David's
 - Retail:
 - David suggested Michael Force at Portland Dry Goods
 - Casey suggested Marie Stewart Harmon at Lisa Marie's Made in Maine and Suzie suggested Tom Largay at Old Port Card Works
 - Accommodations: Trish suggested Aaron Marks at Courtyard by Marriott
 - At large:
 - Casey suggested Abby Cassidy
 - This committee thinks adding a person in the Technology sector would be helpful. David will talk to Josh at Tilson Technologies.

Casey mentioned that the April Property Owners meeting will create interest in voting.

- B. Ask Board members again to reach out and vet prospective candidates

Minute 5. Strengthen Board qualifications

- A. Review the updated Organizational Chart
 - 1. Add Megan Doane under Chair Appointment with a 2019 expiration
 - 2. The Organizational Chart is also a working document. The title will be changed to "Portland Downtown Board Seat Allocation Updated as of 2/21/18". A footnote will be added with the date of any change.

Minute 6. 2018 elections

- A. The draft RFP was presented to the Board on January 18, 2018.
- B. Trish sent the draft RFP to Albin, Randall & Bennett and is awaiting content feedback and a cost estimate. With this committees' permission, Casey will send the draft RFP to PD's accountant Tabitha Swanson at The Swanson Group to review. The RFP asks for the cost of the total process as well as ballot counting only. Streamlining the election process would be effective.
- C. Review Nomination forms and dates:
 - 1. We will include election info on the post card that is being mailed this year because the nomination process will be electronic
 - 2. Trish suggested adding the district map to the registration so people will know the boundaries
 - 3. We can also add information about who/what PD is and does
 - 4. Add FAQ's
 - 5. Make biography requirements more specific
 - 6. Add a check-off box for license category for Accommodations, Restaurant, Retail and Nightlife/Entertainment categories

Minute 7. Other business

- A. Committee name change - The committee name has been changed to "Governance Committee". The Bylaws will need to be changed during the annual review for minor changes.
- B. Banking RFP - sample criteria for a non-profit banking relationship was provided by Kim Volk. Casey and Taffy will provide a list of all banks in district. PD is seeking information on a checking account, credit card, CD, and payroll services.
 - 1. Time frame: in the Fall at earliest
- C. Property Owners meeting dates & content – Casey distributed the post card mock-up that will be sent to all property owners. The photo can be changed. We hope to get the room rental for free and we will pay for food and beverage.
 - 1. The committee decided to have the April Board meeting on April 12th, replacing/combining the Executive Committee meeting, from 3:00 – 4:30PM. The mixer and remarks will follow from 4:30 – 6:00PM. Trish will double check this schedule with Kim.
 - 2. We need to add RSVP to the post card
 - 3. It will be called "Annual Property Owners Meeting" and will be sent to Property Owners via USPS
 - 4. The card will also ask Property Owners to recruit nominees
 - 5. Meeting location possibilities: The Regency, Holiday Inn by the Bay, Press Hotel
- D. Annual review of Bylaws Section 15 (Multiple Interests) – This committee will schedule a date for review after July 1, 2018.
- E. Executive Committee composition expires in 2020 – this committee needs to reevaluate and will schedule a date to review the composition.

The meeting was adjourned at 4:10pm.

Next meeting: Wednesday March 21, 2018 at 3:00pm

Respectfully Submitted,
Taffy Eaton
Recorder