



Legal Affairs Committee Meeting Minutes

October 24, 2017
3:00 PM

JB Brown Office
Portland, Maine

Directors Present: Trish McLellan, David Packard, Penny St. Louis

Staff present: Taffy Eaton, Casey Gilbert

Minute 1. Chair Trish McLellan called the meeting to order at 3:00pm.

Minute 2. Approval of September 20, 2017 meeting minutes: Penny St Louis made a motion to approve the minutes, David Packard seconded the motion. The vote was unanimous.

Minute 3. Committee Voting Rights Criteria: Trish received some feedback from the Board-

- How do we address an involved committee member who is not at consecutive meetings? The suggestion was for that person to have come prepared to the previous meeting.

Penny suggested that's too administratively cumbersome. Perhaps we should have a statement saying that attendance is vital at meetings, etc. Committees vote on recommendations which must be approved by the Board (committees are protected by the Board). The recommendation may be rejected. Any question of who came to the meeting just to swing the vote can be addressed if it arises.

Conclusion: Penny will draft edits to Casey's document:

- There will be overall guidelines indicating that each committee can add further guidelines if they choose
- The final guidelines will be posted on the website, with language making it clear that committees make *recommendations* to the Board
- There will be committee member open enrollment once committee chair assignments are in place, over the course of 2 months. New property owners can ask for inclusion once they move into the district.
- The new guidelines will be distributed to all committee chairs seeking feedback

Minute 4. Process for future Board members: Trish distributed the chart of expiring Board positions

A. Awareness campaign: to advertise the vacancies

- David suggested a discussion at the committee
- Trish suggested looking at the Downtown Improvement District database from the City to be aware of the highest assessment payers and balance that group with the census numbers
- Gather names at events of regular attendees to start them at the committee level and then move them onto the Board
- Ask Board members if they can make a recommendation of someone they work with on their committee. Trish will mention this at the November Board meeting.

- This committee would like to see all Residential numbers together. Amy Geren can assist with this.

B. Outline the process for Board members to reach out and vet prospective candidates

- Networking at events is one idea

Minute 5. Strengthen Board candidate qualifications:

A. Currently the qualifications are

1. The candidate must be current on property and assessment taxes
2. The candidate must be in good standing in the community (how can the committee qualify that?)

B. International Downtown Association input: Amy Geren has posted questions on their website and is waiting for responses. Casey distributed one response and will send more as they come in.

Minute 6. RFP for 2018 elections: Trish distributed a draft RFP. Discussion:

- How much do we want the accounting firm to do?
- How transparent should each step be?
- The language of the draft was approved by this committee with the additional criteria of a 3-year contract at a fixed price

If the Executive Committee does not want to incur the expense of an accounting firm, Portland Downtown will send out nomination forms as is currently done.

Minute 7. Other business

- Trish has asked Casey Gilbert to find an attorney who works with non-profits. The opinion of other Board members is that the LAC is the legal resource for Portland Downtown. It seems like the work the LAC does is more about Governance.
- Casey met with Chris Smith at Verrill Dana. He is a corporate lawyer specializing in Non-profits and sits on the Maine Historical Society's board. Casey offered those present the email exchange she had with Chris following their meeting.
- Casey feels we should have a list of questions for the attorney the Board chooses, have him/her do a once-over of our guiding documents and note anything that might be missing
- An attorney cannot give legal advice to the non-profit board he/she serves on – they can only offer advice
- Casey asked whether there will be a need for the LAC if we hire a lawyer. Can the LAC become a Governance Committee?
- Penny suggested this should go to RFP. Casey asked this committee to put together an RFP and choose firms to send it to.

The meeting was adjourned at 4:00pm.

Next meeting: Wednesday November 15th at 3:00pm

Respectfully Submitted,
Taffy Eaton
Recorder