



Legal Affairs Committee Meeting Minutes

December 20, 2017
3:00 PM

JB Brown Office
Portland, Maine

Directors Present: Trish McLellan, David Packard, Denine Leeman, Penny St. Louis (on phone)
Staff present: Taffy Eaton

Minute 1. Chair Trish McLellan called the meeting to order

Minute 2. Approval of November 15, 2017 meeting minutes: Trish McLellan made a motion to approve the minutes, Denine Leeman seconded the motion. The vote was unanimous.

Minute 3. Future Board members

A. Awareness campaign:

- i. The campaign is going well. Upcoming Board vacancies have been mentioned at all Executive Committee and Board meetings. It will be kept at the forefront at these meetings. Board members were asked to reach out to Kim Volk or the Legal Affairs Committee if they are interested in running.
- ii. It is all Board members' responsibilities to recruit

B. Candidate guidelines document draft discussion:

- i. Bring "2018 seats up for Election" to top of document, follow with Definition, then Guidelines. Trish will work on reformatting to a single page.

C. Next steps:

- i. February: send snail mail to property owners and email to stakeholders reminding them that their position is up for election. Include the candidate guidelines.
- ii. Trish will ask the City Finance Department if they will include a notice in the March DID tax bill

Minute 4. Strengthen Board Candidate Outreach – Governance

A. Budget – will need to add about \$6,000 in FY19 budget for election process outsourcing

Minute 5. RFP for 2018 elections discussion (tabled)

Minute 6. Other business

1. Standard Committee Guidelines: Penny is working on this document this week. It is a hot button for NLOC. This committee offered to help Sarah with the document, so she has something to give committee members. These guidelines will be for recommendations to the Board only.
2. Annual Property Owners meeting: Trish is putting together a list of possible February 2018 dates and will double check with the Executive Committee on January 11, 2018.
 - i. The notice will serve 2 purposes:
 - Notice of Property Owners meeting
 - Notice of the 2 Property Owner seats open for the Board

3. Committee name change - Governance vs Legal Affairs discussion: committee members prefer the term Governance. Trish reviewed the “What is the Role of a Governance Committee?” document (attached) and the committee discussed edits for Portland Downtown’s use:
 - i. #1 & #2 – “initiate” will replace “conduct”. The Board actually does the re-examination.
 - ii. #3 - “ongoing” will replace “conduct”. Bylaws tend to be reactive.
 - iii. #4 – some reviews are already in place, some will be eliminated. Portland Downtown needs a Policies & Procedures Manual in place.
 - iv. #5 – some edits were offered
 - v. #6 – establish a personnel manual
 - vi. #7 – remove
 - vii. Page 2, Description #2: remove “Council members” line; take out “and observers” of last bullet

4. Casey asked whether there had been progress on securing a Non-profit lawyer?
 - i. The Governance Committee talked about getting a quote from a firm smaller than Pierce Atwood
 - ii. Committee members confirmed that the Board is looking for an attorney to act as a consultant. Penny thinks we don’t necessarily need a non-profit lawyer. Casey wants someone with 501c4 and 501c3 knowledge. Penny will ask around MaineHealth for recommendations.

The meeting was adjourned at 4:00pm.

Next meeting: Wednesday January 17, 2018 at 3:00pm

Respectfully Submitted,
Taffy Eaton
Recorder