



Governance Committee Meeting Minutes

July 18, 2018
3:00 PM

J.B. Brown
Portland, Maine

Directors Present: Trish McLellan, David Packard, Denine Leeman, Penny St. Louis, Kim Farrar

Staff present: Casey Gilbert, Taffy Eaton

Minute 1. Chair Trish McLellan called the meeting to order

Minute 2. Approval of May 9, 2018 meeting minutes: Penny St. Louis made a motion to approve the minutes, Denine Leeman seconded the motion and the vote was unanimous.

Minute 3. 2018 elections

- Review election process: A Board member asked Casey whether the Board can find out which property owners voted and which did not. It was agreed to keep voting as anonymous as possible. Board members should not be able to review who voted or how.
 - Why are responses so low? Trish suggests looking at the Downtown Improvement District (DID) database to determine how many out-of-state owners there are.
 - One possibility is to change the By-Laws to allow for on-line voting. One of the benefits of online voting is that we can capture email addresses. Should we mail a letter stating that nominations and voting will be online so please send us your email address? Property owners need to include their parcel ID number with their vote perhaps. Ballots are meant to be confidential.
- AR&B performance: Kim Adams and staff were very accommodating
- Keep/dispose of ballots: Kim at AR&B asked Trish how to handle the ballots. This committee decided they should keep ballots for 90 days, then shred them. Trish will email Kim.

Minute 4. Future Board members: Should new Board member Onboarding be formalized?

- Casey mentioned that Board feedback will be reviewed at tomorrow's Board meeting. That feedback might help shape future onboarding. Casey feels the new Board members are all terrific.

Minute 5. Property owners' meetings

- Outreach to owners: Identify the in-state/out-of-state owner status. There has been a Property Owner Committee in the past.
 - Penny suggested that since we do not hear too much from property owners, maybe we don't need a committee. Trish mentioned there was a Property Owners Committee (Trish & Josh Benthien) that was to help refer property owners to various committees when questions/issues arose.
 - Maybe a committee could meet a couple of times each year
 - Targeted outreach to expansion property owners: PD sent a postcard to welcome them and will insert a mailer in the September tax bill. PD has also hosted public forums.

Minute 6. Board member reference binder – status for Thursday Board meeting

- Casey told the committee that Jon Jennings is thinking of appointing Mona to be the City Board representative
- The Table of Contents and Organizational Chart are ok

Minute 7. Strengthen Board

- Industries not represented: resident tenants, and technology. With the expansion area, we want to be sure that all constituents are represented. Perhaps add a residential tenant position.
- There is currently no restaurant rep on the Board, so we need to widen the classification. The Bylaws indicate that only Class 11 license holders are currently allowed to nominate and vote. We want to choose from a wider number of restaurants. What should the qualifications be for this board seat?
 - Amy provided a list of different food service categories. We need to get a definition of the categories from Jessica Hanscombe in Business Licensing.
 1. We could bring the list up on the PD screen next month to work on it
 2. Change the Bylaws
 3. Appoint a rep for the seat

Minute 8. Other business

- a. Trish will officially submit her resignation tomorrow at the Board meeting. Then Kim can appoint someone to fill her term. Casey thanked Trish for her service. A new Governance Committee Chair will be appointed.
- b. Banking RFP – list of banks in district (tabled until Fall 2018): Trish reminded the committee that Kim Volk provided a template to use for the RFP. We should also look at the Gorham Savings Bank CD for rate comparisons.
 - a. A Finance Committee will be formed by Board vote in August. This will be recommended by the Growth Committee today, taken to the Board next month. This committee recommends moving the RFP process to the Finance Committee.
- c. Annual review of Bylaws Section 15 (Multiple Interests): (tabled until after July 2018)
- d. Executive Committee composition expires in 2020 (to be scheduled at a later date)
- e. The DID expiration date is 2022. Casey has asked Corporation Counsel to look into it but wonders whether PD should hire an attorney also. We will have to get the statute changed at the State level and will need to lobby for the change. Comparing 1992 to now, the DID has accomplished a lot. The Maine Municipal Association will be the connection. The language may have to be updated because downtown is no longer depressed. Portland City Council members support PD and have offered support if needed. David suggested creating a vehicle for extension. He will send the statute to this committee.
- f. Board education: The Executive Committee approved Casey's Board education modules for each Board meeting. Casey will present Strategic Plan initiatives Vitality and Experience at tomorrow's meeting. Jon Jennings will attend the Board meeting in August. The subject matter is subject to change as needed.

The meeting was adjourned at 4:00pm.

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

Respectfully Submitted,
Taffy Eaton
Recorder