



## Governance Committee Meeting Minutes

March 20, 2019  
3:00 – 4:00PM

Portland Downtown  
Portland, Maine

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

**Committee members present:** Kim Farrar, Penny St. Louis, David Packard, Denine Leeman

**Absent:** Bob Keegan, Sarah Martin

**Staff present:** Casey Gilbert, Taffy Eaton

**Minute 1.** Chair Kim Farrar called the meeting to order

**Minute 2. Approval of February 14, 2019 meeting minutes:** Denine Leeman made a motion to approve the minutes, David Packard seconded the motion and the vote was unanimous.

### **Minute 3. Restaurant and Nightlife/Entertainment stakeholder definitions:**

- Restaurant stakeholder criteria will be changed to “FSE w/Prep, Class 1 FSE, Class II, Class III, and Class IV”. The Cumberland Club is the only Class V non-profit downtown so we will not include Class IV/V Nonprofit in the criteria.
  - Nightlife/Entertainment category (currently Lounge and Tavern, Class X & XI) is not inclusive of the City liquor licensing classifications. It will be changed to “Class A Lounge, Class XI Rest/Lounge, Auditorium, and Brewery/Winery/Distillery” so the category encompasses all the businesses that fit the NLOC mission. In order for neighboring businesses to be part of the safety of downtown nightlife, as many businesses as possible should be included. Penny is not in favor of including Brewery/Winery/Distillery
  - Being more inclusive might help with Board nominations
- Denine made a motion to change the definition of Restaurant stakeholder to FSE w/Prep, Class 1 FSE, Class II, Class III, and Class IV. Penny St. Louis seconded the motion and the vote was unanimous.
- David Packard made a motion to amend the definition of Nightlife/Entertainment stakeholder to Class A Lounge, Class XI Rest/Lounge, Auditorium, and Brewery/Winery/Distillery. Penny St. Louis seconded the motion. Penny St. Louis voted against the motion.

**Minute 4. Annual review of Bylaws (Dec. – Feb. process):** Kim is hoping to complete review during this meeting

- a. Continue overall read through (online review at meeting)
- b. Section 4.1 – Elected Directors 15 to 19
- c. Section 4.2 – For clarification, Kim asked whether appointed directors are included in the 15-19 count? Yes. Kim will make the change to include elected and appointed Directors in the 15-19 count.
- d. Section 4.5 – Vacancies: Appointment to fill a vacated position – Kim Farrar believes we need to insert explanatory language.
  - Perhaps: “If the term left on the vacancy is less than 6 months, no one shall be appointed to that vacancy”?

- Or rather, “Communicate with the designee that the appointment is a short-term position and they will need to run at the next election”. Casey’s advice is that the spirit of the process is to have someone fill the term, not just until the next election. It makes it less confusing for the appointed Board member.
- A motion was made and seconded to change Section 4.5 to “Board appointed Directors will serve the balance of the term they are filling”. Penny St. Louis opposed the motion.
  - Reminder: Chair appointments do not have to be associated with property or stakeholder seats
- e. Timeline: Kim Farrar mentioned that we still have time to revise the Bylaws, but we need to have the full Board vote on the changes made to Restaurant and Nightlife/Entertainment stakeholder criteria before the Nomination forms are finalized.
  - Kim will try and make more Bylaws updates before the next Governance Committee meeting. If this committee can complete revisions in April, the revised Bylaws can go to Executive Committee and the Board in May.
  - It was decided that we can conduct a “special” meeting after the April 11<sup>th</sup> Executive Committee meeting to confirm the new definitions. This meeting will be mentioned to all Board members at tomorrow’s Board meeting.

**Minute 5. Elections** – Kim Farrar circulated the attached election process sheet

- Casey said we mailed a postcard to all Property Owners with a link for nominations last year and the results were positive
- At tomorrow’s Board meeting, we need to ask all Board members to find nominees
- Board members who need to run again must nominate themselves or find someone to nominate them – don’t forget!
- David reminded everyone that it is important to let nominees know exactly what time commitment is required for Board service. Kim Farrar will speak to the amount of time needed to attend Board and committee meetings and time needed to do work outside of meetings. Monthly time commitment information is important.
- Casey reminded the committee about the Annual Property Owners meeting. Should it take place at the end of May? Kim Farrar suggested a Doodle Poll to the Governance Committee to choose a date. Moving the May 16<sup>th</sup> Board meeting to the afternoon followed by the Property Owner meeting is the preferred option.
- Kim Farrar reviewed the Board vacancies:
  - 1 Retail
  - 1 Restaurant
  - 1 Cultural: Educational/Tax Exempt/Nonprofit
  - 1 Professional Services: Legal/Accounting/Finance/Insurance/Marketing/Technology/Business Consulting,
  - 4 At-Large: Commercial Property Owners, Developers and Managers – includes Office Property, multi-unit Residential of 4 units or greater, and Parking Lot properties
- We will change the Bylaws prior to the 2019 election because Restaurant and Nightlife/Entertainment definitions need to be changed
- Kim Farrar will ask Kim Volk to reappoint Sue-Ellen McClain as a Chair appointee and have Megan Doane run for the Cultural position

**Minute 6. The following sections still require review:**

- Article X – unreviewed
- Article XI – unreviewed
- Article XII – unreviewed
- Article XIII – unreviewed
- Article XIV – unreviewed
- Article XV – unreviewed
  - Sec. 15.1 – unreviewed
  - Sec. 15.2 – unreviewed
  - Sec. 15.3 – unreviewed
  - Sec. 15.4 – unreviewed
  - Sec. 15.5 – unreviewed

- **Sec. 15.6 - unreviewed**

Kim Farrar adjourned the meeting at 4:10pm.

**Next meeting:** Wednesday April 17<sup>th</sup> at 3:00pm

Respectfully Submitted,  
Taffy Eaton, Recorder