



Governance Committee Meeting Minutes

May 15, 2019
3:00 – 4:00 PM

Portland Downtown office
Portland, Maine

Directors Present: Kim Farrar, David Packard, Bob Keegan, Denine Leeman (on phone)

Committee members present: Kim Farrar, David Packard, Bob Keegan, Denine Leeman

Absent: Penny St. Louis, Sarah Martin

Staff present: Casey Gilbert, Taffy Eaton

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

Minute 2. Approval of April 17, 2019 meeting minutes: David Packard made a motion to review and approve the minutes. Bob Keegan seconded the motion and the vote was unanimous.

Minute 3. Annual review of Bylaws: Last review of summary of proposed changes – Kim Farrar. Kim sent the draft summary and the draft Bylaws to committee members. For the benefit of those that were not at the April meeting, the changes made at that meeting are highlighted in yellow.

Committee members present voted to approve the draft and move it to the Executive Committee in June for a recommendation to the Board. Kim will provide a redline version, a clean copy and the summary.

Minute 4. Elections

- Review timeline/process and confirm action plan: everything is on track and moving forward. Katie Shorey will be removed from the Professional Services nominations due to her new job outside downtown.
 - There are 3 nominees for the Retail position
 - Through their conversation, Bob Keegan learned that Kevin Kingdon is specifically interested in parking. He can only serve on 1 committee during the summer due to work demands. The Board will decide whether they approve his nomination.
 - There is one nominee for the Restaurant position
 - There is one nominee for the Cultural/Nonprofit position
 - The Professional Services position is vacant
 - One At-Large Property Owner position is vacant
 - The Board can decide to appoint someone to these vacancies
 - Separately, Kim Volk can use a Chair Appointment to add a member to the Board (not to these seats)
 - It is Kim Farrar's opinion that the Board has time to decide what they want to do
- Schedule required activities: Ballot stuffing party Tuesday May 28th 9:00 – 12:00 and Wednesday May 29th after the Strategic Plan Ad hoc Committee meeting.

- Albin, Randall & Bennett will certify the ballot count. The count will come back to the Governance Committee who will report it to the Executive Committee. No formal vote is needed by the Board.
- According to the Bylaws, Casey alerts the winners
- Albin, Randall & Bennett holds the ballots for 90 days in case there are objections or protests.
- Kim thanked Taffy Eaton for organizing all the paperwork and election tracking. Kim thanked Casey for securing many of the nominations.
- David Packard asked about a dispute resolution process surrounding Board elections. Committee members decided that Denine Leeman will add an election policy and timeline in the Internal Controls Handbook she is compiling.

Minute 5. Protocol for Board Member status changes – for Internal Controls Handbook.

- Develop protocols around changes in Board member status in terms of qualifying designations (per Bylaws provisions as amended 2019). When a current Board members' company moves out of the district, they need to resign. This information should be part of new Board members welcome packets along with the Conflict of Interest policies. Kim Farrar is willing to write the protocol up and Denine Leeman will add it to her document. The wording will be along the lines of "your qualification for a Board seat is dependent on your residence/business in the district." Denine Leeman will make a "Board eligibility" section. Staff and Directors both need instruction – there should be a master document kept somewhere.

Minute 6. Other business/Future agenda items

- #1 needs to take place – Evaluate 2019 elections process; develop any necessary documentation/educational materials for 2020
- Dispute resolution: when an issue goes beyond staff's ability to handle. Keep it simple. Need policies for external and internal disputes.
- We need to check insurance policies for provisions first but we may have to start with how PD currently handles contracts with outside vendors.

Kim Farrar adjourned the meeting at 4:00 pm.

Next meeting: Wednesday June 19th at 3:00pm

Respectfully Submitted,
Taffy Eaton, Recorder