

Portland Downtown Board of Directors

Meeting minutes

June 20, 2019 9:00 – 10:30AM

549 Congress St



Present: Kim Volk, David Packard, Karen Coffin, David Davis, Mike Erickson, Dawn Homa, Megan Doane, Kim Farrar, Bob Keegan, Denine Leeman, Sarah Martin, Sue-Ellen McClain, Mike McDonald, Dan Mirabile, Penny St. Louis

Staff: Casey Gilbert, Taffy Eaton

Minute 1. Kim Volk called the meeting to order and welcomed everyone present. Kim asked Penny St. Louis and Mike McDonald whether they have any words of wisdom that they would like to share. Mike McDonald said the PD Board has evolved into a well-organized group of people who are generally on the same page. Mike thanked Casey and for her leadership the entire PD staff for their hard work. Kim Volk thanked both Penny and Mike for their service.

Minute 2. Motion to accept:

- A. **May 9, 2019 Board meeting minutes:** On a motion made by Denine Leeman, seconded by Sue-Ellen McClain and unanimously adopted,

it was

RESOLVED: That the minutes of the Board meeting of May 9, 2019 be and hereby are accepted as proposed.

- B. **May 2019 Treasurer's report:** Denine Leeman reviewed her Treasurer's report: On a motion made by David Packard, seconded by Mike McDonald and unanimously adopted following discussion:

- Denine has a phone call scheduled with PD's accountant Tabitha Swanson on Monday to discuss making the adjustment on the 2019 990 tax return for Transportation Initiatives reserved funds Denine will work with Casey in QuickBooks to gather information that she needs to inform the adjustment.
- May's finances were relatively even and overall net revenues are positive
- Denine reminded board members that these are accrual reports
- The second half of the payment to Portland Radio Group was made in June
- Casey added it may be August before Summer Kick-off Weekend expenses are fully accounted for, as many lag

it was

RESOLVED: that the May 2019 financial statements and Treasurer's report be and hereby are accepted as presented.

Minute 3. Bylaws revision review: Kim Farrar said the Governance Committee spent several months updating the Bylaws and has made a number of changes to reflect current organizational practices. Some changes were clarifications and others were more material/substantial, including the expanded definitions for some of the board stakeholder categories. Four documents were circulated to Board members prior to this meeting. The Executive Summary reflects only substantive changes. Kim Farrar reviewed the summary (see documents provided for this agenda item):

Kim Farrar explained that these revisions were presented to the Executive Committee, which voted to accept them as written and forwarded to the full board for approval.

Denine Leeman made a motion for the Board to vote to accept these revisions and update the Bylaws. David Packard seconded the motion and the revisions were unanimously adopted following discussion:

- Penny St. Louis asked why are there only 3 members of the Executive Committee.

- Sue-Ellen McClain thinks Committee Chairs and Co-Chairs should be added to the Executive Committee. Further discussion illustrated that every Board member is a Chair or Co-Chair so it would become a full Board meeting.
- Should the Chair of the Governance Committee be added? David Packard said 2 people should be added if one is being added in order to maintain an odd number in order to avoid an evenly split vote.
- Casey explained that the Executive Committee's function is for higher level discussions. Do they need to meet monthly if there are no pressing matters? The revisions are essentially changing the function of the Executive Committee to have a truly Executive role, rather than duplicating Board Meeting content.
- Penny St. Louis reminded everyone that everything discussed at Executive Committee is brought back to the full Board for a vote. The Executive Committee cannot act autonomously.
- Kim Farrar read the Executive Committee "cans and can not's" from the Bylaws to emphasize and clarify the role of the committee and its powers and duties

Minute 4. Kim Volk requested an Executive Session.

Minute 5. Committee reports with brief comments by Committee Chairs

- Finance Committee: covered earlier in the meeting
- Strategic Planning Ad hoc Committee: May 6th and May 29th – Megan Doane summarized the meetings. The committee selected Liz Hall as consultant after interviewing Liz and Mary Budd. Committee members reviewed and discussed other cities Strategic Plans. Liz Hall will attend next weeks' meeting. The committee will meet twice a month, and will do surveys, hold focus groups and individual stakeholder interviews.
- Clean & Safe Committee: Sue-Ellen McClain said the Master and SSA agreements were passed unanimously by City Council and are awaiting signatures. Forty new sidewalk planters will be arriving soon. The downtown Public Works crew is wearing the new safety vests with the PD logo on them. Committee members are working on organizing a gathering of expansion area property owners in Pleasant Street Park in September.
- Merchant meeting: Casey said the Summer Shop for A Cause beneficiary Learning Works made a presentation and the Retail representative nominees to the Board introduced themselves
- Parking & Transportation Committee: Megan Doane mentioned the meeting for stakeholders involved in the Multi-Modal Marketing Campaign. Amy Geren secured funding through a grant for new pedestrian wayfinding signage and new bike racks. All regular meeting attendees have signed on as committee members.
- Nightlife Oversight Committee: Mike Erickson summarized the Summer Safety meeting: there were some new faces in attendance, Lt. Hondo discussed current trends and issues, and Michael White will be organizing a workshop on de-escalation. Mike Erickson encouraged all attendees to come to NLOC meetings.
 - Kim Volk added that it is great that Hunt & Alpine Club will have a parklet this summer.

Sarah Martin asked about Capital Improvement Projects (CIP's) for Wharf Street. Dan Mirable said construction will not take place this year. There is only a small amount of funding in the budget and that will go towards design work. The Commercial Street study is in the planning phase with no construction planned for this summer.

Minute 6. Executive Director's update – Casey Gilbert reviewed and distributed her attached report.

- Section V of the SSA communicates the value of Portland Downtown by outlining what we provide over and above the supplemental services. Adam will design a one-page document summarizing this section.
- Executive Committee will consider the length of the extension we want to request at City Council now that the new legislation has been signed into law.
- Kim Farrar thanked Denine Leeman for helping so much with the election ballot counting spreadsheet. The Governance Committee will be looking into electronic voting in the coming year, to further streamline the elections process.

Kim Volk adjourned the meeting at 10:25.

Respectfully submitted,
Taffy Eaton, Recorder