

Board of Directors Monthly Meeting: March 12, 2024

Present: Rebecca O’Leary, Michael Giangjordano, Marlo Dilks, Michelle Gillen-Doobrajh, Joseph Marino, Amanda Rucker, Nancy Melchiorre, Pete Spina (remote), Capri Dessecker (remote), Ann Lastuvka (staff), Donna Harris (guest). Minutes Prepared by Elaine Johnson.

Absent: Adam Geer

Approval of Minutes: Amanda, Nancy

Financials Questions:

- Mary Collins payment is a reissued check.
- USPS payment is \$700 in stamps.
- Kyle payment is \$2500 for graphic design of Restaurant Week graphic. Michelle - Why so high? Rebecca - extremely high cost due to a lot of back-and-forth, accumulated hours, and did not want to argue price. Designer may provide a free graphic in the future. Rebecca did not give designer a written creative brief with a budget at the start. Will do so in future.
- Elaine - How are we collecting participation fees for Restaurant Week? Rebecca - implementation of \$250 Restaurant Week participation fee “fell through the cracks” and was not required or collected. Rebecca received feedback: some restaurants did not want to pay to participate, some did not want to adhere to the 3-course structure of the event. 20+ restaurants participated. (5k potential in participation fees not collectable)

Motion to collect a participation fee for Flavors Event: Michelle, Nancy.

All in favor.

Interest increased to 3% in United Savings account.

52.5% of assessments collected for 2024.

Joe – Why so many banks? Why not put it all in a higher interest account? Varied answers: past sponsorships, convenience.

Bylaws - [see redline changes and summary of changes](#)

- The Board will elect its Officers.
- 5 – 15 members is language required by law

- Councilperson shall choose from among their employees- OR of their choosing - added. Councilman Squilla has a limited staff and no one on it available to represent him. Joe Marino is involved community member who will represent at the Councilman's request.
- 3-year term limit discussion – Pro: Term limits bring fresh ideas, new faces. Cons: Term limits remove institutional knowledge, weaken board. We have a good turnover – only one or two board members have served 6 total years. Added new member(s) almost every year.

Motion to remove term limits: Marlo, Nancy

2 abstained (MG, PS). 1 against (CD). All others in favor.

Officers serve 1-year terms.

Reauthorization – additional meeting to be scheduled.

New BID boundary map to include Insomnia Cookies with a 9k assessment.

Board Election:

Elaine has nominated Michelle Gillen-Doobrajh for the Board President. Amanda Seconded.

Ballot:

Michael for President
Michelle for President
Elaine for Secretary
Marlo for Treasurer

- Michael recommends candidates fill out the Board Chair Questionnaire, that was developed last year, and board members have time to review.
- Michael suggests vacant seat should be filled prior to voting. Elaine - If we wait to fill the seat then the new member would have no context/history for Officer election. Michael – hold election in May to give new member time to acclimate. Discussion consensus: No, election is held annually at March meeting
- Michael suggests more seats should be added prior to voting. Discussion consensus: No, election is held annually at March meeting.
- Discussion on what if there's a tie? – Marlo – The Board discusses without candidates present until consensus.
- Agreed - Questionnaire to be sent today, completed by candidates by tomorrow, March

13. Votes carried out via anonymous Google Form poll by Monday 3/18.

Motion to renew terms of 5 expiring directors (Amanda, Marlo, Michael, Michelle, Nancy) by acclamation: Joe, Nancy

2 abstained. All others in favor.

Filling Vacant Seat

- The process for electing new board members is that the nominating committee will review applications and conduct phone interviews. The candidates the committee identifies as prospects will then be interviewed in person by the full board.
- Applications to go out by this Friday, 3/15 with a 3/29 deadline.

Motion to form a Nominating Committee: Joe, Nancy

All in favor.

Motion to form a Finance Committee: Joe, Nancy

All in favor. The Treasurer shall chair this committee.

Proposed Committees:

- Executive
- Nominating
- Finance/Funding
- Promotions/Marketing
- Business Development/Recruitment/Business Support
- Beautification/Design
- Events

Adjourn 11:12am: Joe, Michelle

ADDENDUM:

Documents sent after conclusion:

- [Conflict of Interest form](#)
- [Confidentiality form](#)
- [Board Contract Board Commitment form](#) from Donna Harris

Michael selects the Nominating Committee in subsequent email: Pete, Capri, and Joe. More names can be added after the election.



Election Decisions made prior to the vote (decisions made by majority vote via email):

- Abstentions are allowed.
- Write-in candidates are not allowed.
- Voting to be carried out by plain-text email, as the most recent board member election was carried out.

Election Results: (verified by Treasurer) to be announced officially at next meeting, April 9, 2024

Board Chair President:

Michael Giangjordano: 4 votes

Michelle Gillen-Doobrajh: 5 votes

1 abstention

Secretary

Elaine Johnson: 9 votes

1 abstention

Treasurer:

Marlo Dilks: 10 votes