



Downtown Investment Authority

Governance Committee

City Hall at St. James Building
117 W. Duval Street, 3rd Floor, Conf. Room 'C'
Jacksonville, FL 32202
October 28, 2019

MEMBERS:

Craig Gibbs, Esq. **Chair**

Marc Padgett

Dane Grey – *Resigned*

- I. CALL TO ORDER
 - a. Pledge of Allegiance

- II. Public Comments

- III. Standing Committees
 - a. Strategic Implementation Committee
 - b. Governance Committee
 - c. Finance and Budget Committee
 - d. Retail Enhancement Committee

- IV. Recommendations
 - a. Committee Responsibilities
 - b. New Committee(s)
 - c. Committee Membership



Downtown Investment Authority
Governance Committee Meeting

Monday, October 28, 2019 – 1:00 p.m.

City Hall at St. James
117 West Duval St., 3rd Floor Conference Room C

DIA Governance Committee
DRAFT MEETING MINUTES

Board Members Present: Craig Gibbs, Committee Chair, Marc Padgett and Carol Worsham

Committee Board Members Absent: None

Office of General Counsel: John Sawyer

Council Member: None

Attendees: Lori Boyer, DIA Chief Executive Officer; Guy Parola, Operations Manager, and Karen Underwood-Eiland, DIA Executive Assistant

I. CALL TO ORDER

a. Pledge of Allegiance

Committee Chairman Gibbs called the Governance Committee meeting to order at approximately 1:00 p.m.

II. PUBLIC COMMENTS
None

III. STANDING COMMITTEES

- a. Strategic Implementation Committee - meets to review of Disposition RFP recommendations, parking strategy and potential privatization. Is also logical committee to consider recommendation of DRI consultant; Market Feasibility RFP, CRA and BID plan update. Park study and two-way street initiative as well as potential First Baptist strategy.
- b. Governance Committee – meets once a year to vote on recommendations of a nominating committee for leadership and Bylaw changes.
- c. Finance and Budget Committee – meets once a year to recommend and address the proposed budget of the coming year. A second meeting may be scheduled mid-year to discuss adjustments and unallocated funds.
- d. Retail Enhancement Committee – meets to review and consider retail enhancement grants, scores grant applications, and discuss award recommendation and presents to the Board. There would be some modifications to the programs going forward and some new retail initiatives and may have a fair amount of work to do.

CEO Boyer reported that the Chair had previously raised a concern regarding committee quorums. She noted a major initiative regarding potential privatization or management of public parking.

A parking strategy was presented June 2019 that makes recommendations for changes in the DIA manage parking.

Upcoming projects below:

- The disposition of the Courthouse City Hall Site
- Landing site
- DRI and BID Plan update to discuss new incentives.
- Park Study
- Two-Way Street conversions

CEO Boyer recommended that the committee consider reassigning some of the responsibilities by creating another committee to share the workload.

Three committee members on Budget/Finance and Governance will be adequate.

Strategic Implementation and Retail Enhancement may need four members to have more members required to ensure more input. The Chair can serve to make up quorum and serve as a voting member.

CEO RECOMMENDATIONS

1. Remove Chair from Specific Committee assignments in order to allow Chair to help fill quorum requirements and provide more buffer for absences of members
2. Assign 3 (quorum 2) or 4 (quorum 3) members to each committee depending on subject matter. CEO Boyer suggested 3 members on Governance and 4 members on Strategic Implementation and new committee referenced below. Others could be either 3 or 4 depending on member interest.
3. Create a new Committee and break out some of the Strategic Implementation efforts or property disposition RFP's and assist to new committee.
4. Based on new Committee structure adopted by Governance, solicit committee interest options from Board members.
5. Chair to appoint members of restructured committees.

IV. COMMITTEE RECOMMENDATIONS

A MOTION WAS MADE BY BOARD MEMBER PADGETT AND SECONDED BY BOARD MEMBER GIBBS RECOMMENDING APPROVAL OF REMOVING CHAIR FROM SPECIFIC COMMITTEE ASSIGNMENTS IN ORDER TO ALLOW CHAIR TO HELP FILL QUORUM REQUIREMENTS AND PROVIDE MORE BUFFER FOR ABSENCES OF MEMBERS.

THE MOTION PASSED UNANIMOUSLY 2-0-0.

Board Member Padgett was reluctant to create another committee due to the relative lack of members. Board Member Padgett provided options to spread the workload amongst more meetings or to have longer meetings with fewer committees. He also mentioned having two meetings back-to-back as the Board meetings.

CEO Boyer raised concerns about the prospective workload of the Strategic Implementation Committee requiring several hour meetings. This committee will be holding several meeting during the next couple of months in addition to the Board meeting.

Board Member Worsham inquired if it would make sense to have a board workshop for particular large issues (like the parking study)? That processed was used when she was in DDRB.

Committee Chairman Gibbs suggested the committee to amalgamate Retail Enhancement with the new Property Disposition committee. He also wanted to take advantage of current Retail Enhancement Chair Barakat' property expertise and using it in the property disposition realm. CEO Boyer agreed this could be an option to share the workload.

CEO Boyer recommended allocating new DIA appointees to the Strategic Implementation and Retail Enhancement Committees to replenish those committees.

Referencing recommendation 3, Board Member Padgett was not in favor of creating a new committee.

A MOTION WAS MADE BY CHAIRMAN GIBBS AND SECONDED BY BOARD MEMBER PADGETT RECOMMENDING APPROVAL OF KEEPING PARKING WITH STRATEGIC IMPLEMENTATION AND ADDING PROPERTY DISPOSITION TO RETAIL ENHANCEMENT BY RENAMING IT TO RETAIL ENHANCEMENT AND PROPERTY DISPOSITION UNTIL A NEW NAME IS CREATED.

THE MOTION PASSED UNANIMOUSLY 2-0-0.

Committee Chairman Gibbs will serve on the Strategic Implementation until the new board members are appointed.

CEO Boyer suggested adding one board member to governance, since Mr. Grey's resignation left only two (2) members on the committee. Committee Chairman Gibbs nominated Carol Worsham and she accepted the offer.

Marc Padgett was asked to Chair Governance and declined to do so. Committee Chairman Gibbs agreed to remain, Chair, due to the relative infrequency of its meetings.

CEO Boyer will confirm committee membership and forward to the committee for confirmation of what was discussed today. A memo will be provided to the full board regarding the actions, recommendations of the committee assignments of Strategic Implementation and Retail Enhancement. A resolution will have an amendment to the policies that has been adopted because the policies specifically referenced the Strategic Implementation Committee by substituting the new name.

V. NEXT MEETING TO BE DETERMINED

There being no further business, Governance Committee Chairman Gibbs adjourned the meeting at approximately 1:32 P.M.

The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, an audio CD is available upon request. Please contact Karen Underwood-Eiland, at (904) 255-5302, or by email at karenu@coj.net.