

**Downtown Somerville Alliance  
Minutes of the Board of Trustees Meeting  
Tuesday, June 13, 2017 - Council Chambers**

**Trustees Present:** B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, J. Kobuta, T. Genova

**Trustees Absent:** L. McLachlan

**Guests Present:** None

**Call to Order:** DSA Chair, T. Genova called the meeting to order at 8:03 am

**Notice of Meeting**

Adequate notice of this meeting as required by the Open Public Meeting Act has been provided. A copy of the notice for this meeting, specifying the date, time and location was sent to the media and to the Clerk Administrator of the Borough of Somerville. If anyone present believes this meeting is being held in violation of the Open Public Meeting Act, please state your objections why this meeting is in violation. No objections were heard.

**Pledge of Allegiance**

T. Genova led the Pledge of Allegiance.

**Board Chairperson Statement**

T. Genova commented on progress in the governance committee, the groundwork for strategic planning with The Support Center, the signature spring event, and EVC information rollout.

**Approval of Consent Agenda**

- Approval of May 9, 2017 Minutes
- Acceptance of Girls' Night Out report

P. Mannion made a motion to approve. R. Pitts seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Approval of Purchase Orders**

P. Mannion made a motion to approve. C. Petrosini seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

**Executive Director's Report**

C. Blockus for B. Macdonald - New businesses: Salad House (early September), Kuay Tiew (next few weeks), Lapels, Gallery on Division, Xscape Room, Jean Ralph Thurin (Grand Re-Opening). Closing businesses: N/A. Press: N/A. Events: N/A.

### **Liaison Reports**

J. Kobuta – High pressure gas lines are being installed and then street will be paved on Bridge Street.

### **New Business**

Bylaw Revisions were introduced by E. Michel, C. Petrosini, B. Burton, and discussed by the entire board.

- Resolution #17-017\*

P. Mannion made a motion to approve. E. Michel seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, C. Petrosini, P. Mannion, T. Genova
- Nay: R. Aulenbach, R. St. Pierre, R. Pitts
- Abstain: None
- Recuse: None

### **Old Business**

E. Michel motioned to untable Resolution #17-012 (amended)\*\* and P. Mannion seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

Brand ideal statement was introduced by C. Blockus and discussed by the entire board.

R. Pitts motioned to not approve Resolution #17-012 (amended)\*\* and P. Mannion seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, T. Genova
- Nay: None
- Abstain: None
- Recuse: None

### **Communications**

- Powerful Brands and Non Profits Article
- What a Brand Ideal Is and Is Not Handout
- Organizational Planning Quick Reference Handout
- Running a Brand on Purpose Video

### **Open Public Session**

### **Adjournment**

R. Pitts motioned to adjourn the meeting and C. Petrosini seconded same.

- Yea: B. Burton, E. Michel, E. Staller, M. Seader, R. Aulenbach, R. St. Pierre, R. Pitts, C. Petrosini, P. Mannion, T. Genova

- Nay: None
- Abstain: None
- Recuse: None

**Prepared by:** C. Blockus

**Dated:** June 5, 2017

**\*RESOLUTION 17-017**

**RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE  
ACCEPTING BY LAW REVISIONS**

**WHEREAS**, the Downtown Somerville Alliance (DSA), the district management corporation organized pursuant to N.J.S.A. 40:56-65 et seq. and Borough of Somerville Municipal Code Chapter 148, desires to implement best practices in all matters; and

**WHEREAS**, the Downtown Somerville Alliance Board of Trustees recently completed a board retreat for governance; and

**WHEREAS**, consensus was reached to establish a Governance Committee to ensure the organization's compliance with its legal, ethical and fiduciary duties and to facilitate the improvement of board governance, efficiency, and effectiveness; and

**WHEREAS**, the Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of trustees and

**WHEREAS**, it is necessary and appropriate to complete a periodic review of the organization's foundational documents; and

**WHEREAS**, the DSA's bylaws have not been reviewed since 2004; and

**WHEREAS**, the Governance Committee has conducted a comprehensive review of the DSA's Bylaws to determine whether any existing provisions should be updated or revised; and

**WHEREAS**, the Governance Committee has incorporated into the bylaws, the recommendations offered by The Support Center in their capacity as consultant to the Downtown Somerville Alliance and the committee has presented the changes it recommends to the Downtown Somerville Board of Trustees for full discussion; and

**WHEREAS**, the Board of Trustees has considered the revision and agrees with its recommendations and the additional changes suggested by the Governance Committee;

**NOW, THEREFORE, BE IT RESOLVED** by the Downtown Somerville Board of Trustees to accept and adopt the bylaws as presented as and shown in Attachment A and they shall be effective immediately.

**\*\*RESOLUTION 17-012 (amended)**

**RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE TO ACCEPT BRAND IDEAL STATEMENT**

**FACTUAL BACKGROUND AND REASONS FOR ACTION**

In recognizing that a brand ideal creates a unified, authentic voice for the Downtown Somerville Alliance across all mediums, builds trust and community, furthers our advocacy capacity and differentiates the DSA from competitors, the Downtown Somerville Alliance Board of Trustees and staff conducted a brand discovery process through qualitative interviews with Trustees. This brand discovery process defined our ideal audience, our competitors and our identity. Incorporating these findings into a brand identity, the subsequent brand ideal was presented at the March 2017 Board of Trustees meeting and distributed to all board members.

The Downtown Somerville Alliance Board of Trustees have fully reviewed the brand ideal materials and

**WHEREAS**, the Downtown Somerville Alliance recognizes its ideal audience is the Downtown Somerville business community; and businesses like them and

**WHEREAS**, the Downtown Somerville Alliance recognizes its primary responsibility is an advocate for the Downtown Somerville business community; and

**WHEREAS**, the Downtown Somerville Alliance recognizes its primary competitors are other small to medium New Jersey downtowns with a strong identity and

**WHEREAS**, the spirit of the downtown Somerville business community is best exemplified by the components of novelty and playfulness;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Trustees of the Downtown Somerville Alliance that the brand ideal of the Downtown Somerville Alliance is:

Celebrate the playful novelty of Downtown Somerville.