

Downtown Somerville Alliance
Minutes of the Board of Trustees Meeting
Tuesday, May 9, 2017 - Council Chambers

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

Trustees Absent: S. Granados, R. St. Pierre, L. McLachlan, C. Petrosini

Guests Present: None

Call to Order: DSA Chair, T. Genova called the meeting to order at 8:01 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 leadership, the board retreat, strategic planning, consent agenda, governance, and bylaw revision.

Approval of Consent Agenda

- Approval of April 11, 2017 Minutes
- Resolution #17-014 Approving use of Consent Agenda*
- Resolution #17-015 Adding Jubilee to Approved Event Calendar**
- Resolution #17-016 Approving Description and Formation of Governance Committee***
- Acceptance of Reports

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

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

Executive Director's Report

B. Macdonald - New businesses: Salad House, several new tenants yet to submit names. Closing businesses: Liberty Tax. Press: Featured on travel blogs and Huffinton Post, Best of NJ, NJ Monthly poll. Events: Girls' Night Out is sold out despite a 50% increase in tickets. The event is under budget. Fullerton is sponsoring Cruise Nights again.

Liaison Reports

J. Kobuta – Free parking for Girls' Night Out, possible parking deck

Approval of Purchase Orders

R. Aulenbach made a motion to approve. E. Michel seconded same.

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

*1056 Only

Old Business

Governance Meetings Review, sidewalk construction discussion

New Business

N/A

Communications

Submitted

Open Public Session

Marcie Fierantino – Center School, Thrifts and Gifts: collections on silverware and cookware.

Adjournment

R. Pitts motioned to adjourn the meeting and R. Aulenbach seconded same.

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

Prepared by: C. Blockus

Dated: May 31, 2017

***RESOLUTION 17-014**

**RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE PROVIDING A
CONSENT AGENDA PROCEDURE**

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 have as much time as possible for the deliberation of major agenda items which involve the establishment of goals and policy and

WHEREAS, the Downtown Somerville Alliance desires to use a consent agenda to expedite routine, non-controversial items that require no discussion and are before the Board of Trustees; and

WHEREAS, it is necessary and appropriate to approve a procedure for consent agendas to assure all Trustees understand and agree on the process; now

BE IT RESOLVED by the Downtown Somerville Board of Trustees as follows:

1. The Board of Trustees adopts and approves the use of a Consent Agenda process during its meetings.
2. The Board of Trustees adopts the following policy that governs Consent Agenda use until such time as this resolution is amended by the Board of Trustees.

a. Location on the Agenda.

- i. The Consent Agenda will be placed on the meeting Agenda under the heading "Consent Agenda" and prior to any other business being taken up by the trustees.
- ii. Any removal of Consent Agenda items will occur immediately prior to approval of the Consent Agenda.

b. Items Placed on the Consent Agenda. The chairman and the administration will make every attempt to place items on the Consent Agenda that are noncontroversial including, but not limited to the following:

- i. Minutes approval,
- ii. Other routine items,
- iii. Items which have been thoroughly discussed previously, and
- iv. Non-controversial resolutions.

c. Removal of Items from the Consent Agenda

- i. The chairman will ask if any trustee wishes to discuss any item on the Consent Agenda. Upon any trustee indicating that the trustee wishes to discuss a particular consent agenda item, the chairman will remove that item from the consent agenda and place the item in an appropriate location on the meeting agenda.

d. Discussion of Consent Agenda Items

- i. Trustees will not discuss any item remaining on the Consent Agenda after the opportunity to remove items from the Consent Agenda has passed.

e. Consent Agenda Voting

- i. When Trustees take up the consent agenda, the only order of business is a motion to approve or a motion to disapprove ALL items on the Consent Agenda. Trustees will not vote on individual Consent Agenda

items. The vote on consent agenda items will be by roll call vote.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of the Downtown Somerville Alliance that a consent agenda shall be implemented immediately upon adoption.

**** RESOLUTION 17-015**

APPROVING THE ADDITION OF HOLIDAY JUBILEE TO THE DOWNTOWN SOMERVILLE ALLIANCE 2017 EVENTS CALENDAR

WHEREAS, the Downtown Somerville Alliance recognizes that special events contribute to the local economy and sense of community in Downtown Somerville and

WHEREAS, the Downtown Somerville Alliance Board of Trustees wishes to continue to support those events which contribute to the local economy and enhance the business community through their unique nature, strengthen our community partnerships, and support the purpose of the Downtown Somerville Alliance; and

WHEREAS, the Downtown Somerville Alliance has approved the following event:

Holiday Jubilee, Saturday, November 25, 2017

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of the Downtown Somerville Alliance (DSA) of Somerville Borough hereby approve, adopt and authorize the above event for the 2017 calendar year.

*****Downtown Somerville Alliance**

RESOLUTION 17-016

RESOLUTION OF THE DOWNTOWN SOMERVILLE ALLIANCE ACCEPTING THE DESCRIPTION, DUTIES AND FORMATION OF A GOVERNANCE COMMITTEE

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 establish a governance committee to ensure the organizations compliance with its legal, ethical and fiduciary duties and to facilitate the improvement of board governance, efficiency, and effectiveness and

WHEREAS, the Downtown Somerville Alliance Board of Trustees recently completed a governance workshop where consensus was reached to establish a Governance Committee;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of the Downtown Somerville Alliance to establish a governance committee according to the following description:

The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of trustees. The work of the committee revolves around the following five major areas:

1. Board Leadership

- Conduct regularly-scheduled re-examinations of the agency's By-Laws.
- Conduct regularly-scheduled reviews of the agency's operating policies (conflict-of-interest for board and staff, document retention, loans to employees, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.)
- Takes the lead in succession planning, taking steps to recruit and prepare future board members.

2. Board Role and Responsibilities

- Leads the board in regularly reviewing and updating the board's statement of its roles and areas of responsibility, and what is expected of individual board members.
- Assists the board in periodically updating and clarifying the primary areas of focus for the board, based on the strategic plan.

3. Board Composition

- Leads in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board.
- Develops a profile of the board as it should evolve over time.
- Identifies potential board member candidates and explores their interest and availability for board service.
- Nominates individuals to be elected as members of the board.
- In cooperation with the board chair, contacts each board member to assess his or her continuing interest in board membership and term of service and works with each board member to identify the appropriate role he or she might assume on behalf of the organization.

4. Board Knowledge

- Designs and oversees a process of board orientation, including gathering information prior to appointment as board member and information needed during the early stage of board service.
- Designs and implements an ongoing program of board information and education.

5. Board Effectiveness

- Initiates periodic assessment of the board's performance. Proposes, as appropriate, changes in board structure and operations.
- Provides ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- Regularly reviews the board's practices regarding member participation, conflict of interest, etc., and suggests improvements as needed.