



## **Board Meeting Minutes**

**Wednesday, February 14<sup>th</sup> @ 9:00am**

**Location:** Zoom Meeting

1. Welcome / Roll Call
  - a. Board: Kevin Wan, Randii Macnear, Marcus Marino, Nu Yung, Kyler Klingberg, and Paul Takushi
  - b. Staff & Consultants: Dirk Brazil and Shaylee Marr
2. Review of Minutes & Agenda
  - a. Explanation of the consent calendar for those that are new on the board.
  - b. December meeting minutes (Approved)
  - c. Annual Member meeting minutes (Approved)
  - d. February meeting agenda (Approved)
3. Public Comment
  - a. No public comment
4. Financial Report
  - a. Kevin Duncan not present at meeting.
5. Programs & Projects
  - a. City of Davis
    - i. No representative present at meeting.
  - b. Visit Yolo
    - i. No representative present at meeting.
  - c. UC Davis
    - i. No representative present at meeting.
6. Introduction of Interim Executive Director
  - a. Interim ED: Dirk Brazil
    - i. Will be the interim executive director for the next few months
    - ii. Assisting in search for permanent executive director and the restructure.
    - iii. He was the former city manager of Davis, as well as the interim city manager of South Lake Tahoe and the City of Alameda.
    - iv. Long time Davis resident and passion for downtown. Wife is school librarian and mentor teacher at Montgomery Elementary. Raised kids and now has grandchildren in Davis. Originally from Salinas.
    - v. Understands that the downtown has many needs and would like to help the DDBA move forward. Has reestablished partnerships within the people in the arts, the city, university, etc.

- vi. Would like to meet with the members of the board and consultants to get an understanding of their thoughts and ideas and how he can help get the organization to a place that would benefit all.
- vii. Wants to understand what the group wants to collectively do and how he can help get you to where everyone wants it to go.
- viii. Will meet with Wendy about communications on Friday.
- ix. Plans to be here for 3-6 months depending on the market for executive directors for this type of organization.
- b. Goals during the Interim Period
  - i. Budget
    - 1. Goal is to grow the budget beyond the amount that comes in from member dues through grants and beyond
    - 2. Would like to get out of the lease for the space that goes unused that costs \$12K/year
    - 3. Need to assess if the \$75K/year will attract the right candidates for the executive director position
    - 4. Dirk will talk with each of the consultants about the fixed costs.
    - 5. Scope of work, pay, and contracts will be assessed
  - ii. Organization Chart
    - 1. Need to establish an org chart
    - 2. Assess what everyone is doing
    - 3. Determine what the organization will look like moving forward
    - 4. Identify staffing needs and what is wanted in an ED
    - 5. Board will ultimately need to decide job descriptions and what roles are needed
    - 6. Update the organization by-laws - modernize
      - a. Do we need 11 board members or is 7 enough?
      - b. Do we need standing committees that meet monthly? Or are as needed or ad hoc committees more beneficial?
  - iii. Marketing
    - 1. This is a big expectation from members
      - a. What are we currently doing? What are we not doing? How can we reassess?
    - 2. Meeting with Richard Jia to discuss BGR's role
- 7. Election of Officers and Committee Assignments
  - a. Committee Chairs need to be established and Vice-President position is open
    - i. Being a part of the executive committee is a commitment of 1 year and will involve being a part of a lot decision-making and communications, especially in the hiring of the ED.
    - ii. Vacancy for the VP position still remains
    - iii. Discussed recruitment of additional board members as well
    - iv. Every board member is supposed to chair a committee
    - v. As of now, committees will not be required to meet every month.

- b. Marketing Committee
  - i. What is the goal? Is meeting each month productive?
  - ii. Is the marketing committee a liaison between the membership and the board or the general public? Is its job to get people downtown or communicate what the board is doing?
  - iii. Social Media vs Newsletters
  - iv. Purpose is to save time during the BOD meeting so that time is allocated for developing marketing ideas in a dedicated space.
  - v. Paul will chair the marketing committee and meet with Richard and Marr Virtual to discuss marketing efforts moving forward - will report back at next BOD meeting
- c. Visioning Committee
  - i. Should bring forth ideas for not only what the council can do, but what would be best for the city and would serve the DDBA members as a whole
  - ii. Visioning is zooming out and thinking about what we want Davis to be in the next 5-10 years, bringing ideas to make changes and improve the downtown
- d. Reassessing Committees
  - i. What does each committee do?
  - ii. Should certain committees be merged?
  - iii. Use this restructure as an opportunity to figure out what we want committees to address and how it correlates with the board and DDBA's mission and city council's goals.
  - iv. Now is the time to understand the organization's purpose as a whole and if committees are important to the overall vision of the board and DDBA.
  - v. There will be a better establishment of what the committees purposes are at the next meeting so that the board can determine what is needed and who will chair what committees. Dirk will bring this along with the organization chart to the next meeting for discussion.
- e. Importance of Communication with Members
  - i. Moving forward it will be important to communicate with members to get their input on the ideas that the board is bringing forward
  - ii. Leverage AssociationSphere to improve the member communication and get them more involved in decision-making.
  - iii. Want to get more members interested in what the board and DDBA as a whole does.
- 8. Establishment of Hiring Committee for Executive Director
  - a. Marcus volunteered to be a part of the hiring committee
  - b. Bylaws say that the executive committee does the hiring
    - i. In the past, the hiring committee was involved in the interviews and screening resumes and then ultimately the hiring decision was made by the executive committee

9. Potentially Changing DDBA PTO Policy

- a. Proposal for PTO Policy to go from Accrual to Flexible Time Off
- b. Concerns shared about the accrued time off being capped at 218 hours and it being paid out at the end of an employee's time with the DDBA if not used
- c. Proposed that a flexible time off policy be considered so that time off is approved throughout the year and there is no unexpected pay out at the end of their time with the DDBA
- d. Concerns shared about this being less attractive to potential candidates since time off would not be guaranteed and is subject to an approval process
- e. Will take a vote on this policy change once Dirk can review the current PTO policy and how this might effect recruitment.

10. New Business

11. Old Business

12. Adjourn

- a. Meeting adjourned
- b. Next Meeting: March 13th, 2024