



UPTOWN COMMUNITY PARKING DISTRICT BOARD OF DIRECTORS WORKSHOP

Saturday AM, October 10, 2009
Workshop Session

WORKSHOP OBJECTIVES

Establish a common understanding of:

- Board structure
- Director responsibilities
- Board and committee decision making procedures

DIRECTOR RESPONSIBILITIES

Carol Schultz provided a review of the organizational structure based on the materials in the Directors' Handbook. Paul Van Dolah provided an overview of the basic fiduciary duties of all nonprofit board members to include the Duty of Care, Duty of Loyalty and Duty of Obedience (copy attached). The group discussed the general concepts associated with each duty with references to provisions in the organization's bylaws.

Specific discussion focused on the issues surrounding potential conflicts of interest. The group concluded that the safest course of action is to declare any potential conflict and allow the other members of the board to opine as to whether a conflict exists. If so, members should then refrain from participating in the discussion and any subsequent votes. The group also had a brief discussion of the new requirements for formal board policies in conjunction with new Form 990 reporting requirements.

Board members requested that staff look into the implications of increasing the current D&O coverage terms and provide information for discussion at a future board meeting.

LEARNING FROM RECENT EXPERIENCES

Board members identified specific current issues that are affecting the dynamics of the Board's discussion and decision making. These included:

- Sub-area Issue
- Brown Act dynamics
- Projects in the pipeline

Paul Van Dolah facilitated a discussion focusing on these areas. The single largest discussion item was the subarea issue. Board members agreed to take a positive, action-oriented approach. A failure to do so will result in the eventual demise of area-wide parking planning and the ability to address complex issues that cross neighborhoods. Board members further reached consensus that a specific plan of action to garner public support and to help educate the members of City Council is required. In conjunction with this consensus, Board members also agreed as follows.

- The work of defining and convening the neighborhood committees needs to be finalized so as to create appropriate forums for neighborhood-based input.
- Specific strategies are required to develop advocates within the community that will speak to the merits of maintaining a larger planning framework in order to deter the current movement towards the creation of sub-area planning councils.

Overall, Board members agreed that the focus of the Partnership needs to remain on doing the right thing for the community and not solely on the survival of the organization.

A brief discussion covered the dynamics of decision making under the structure required by the Brown Act in California. Board members agreed that they need to allow more time to ask difficult questions and ensure that there is clarity on the issues when making decisions in a public forum.

During the considerable discussion regarding the viability of getting more projects in the pipeline, Board members noted that there is pressure to get more parking projects in the works. However, they also noted that the process of working projects through the City has become increasingly onerous and time-consuming.



BOARD OF DIRECTORS

MEETING MINUTES, PM SESSION
OCTOBER 10, 2009

A. PUBLIC MEETING CALL TO ORDER

1. The Board of Directors of the Uptown Partnership, Inc. held its annual planning workshop and meeting on October 10, 2009 at the Reuben H. Fleet Science Center in Balboa Park, San Diego, CA, 92103 for the purpose of transacting all proper business of the corporation.
2. Board members present: Ron Baranov, Jim Frost, David Gatzke, Bob Grinchuk, Cindy Lehman, Greg Nowell, and Anne Rast.
3. Staff present: Carol Schultz, Jessica Freeman, John Hargreaves, and Janelle Luna.
4. Others present: Paul Van Dolah, *Van Dolah and Associates*
5. President Cindy Lehman called the meeting to order at 1:00 PM.

B. PUBLIC COMMENT

None.

C. OBJECTIVES

1. Cindy Lehman reviewed the objectives of the meeting as presented on the agenda.

D. APPOINTMENTS

1. Jim Frost offered the **motion** to confirm the appointment of Greg Nowell to the Board of Directors. Ron Baranov seconded the motion. (Note: Greg Nowell refrained from any voting until after his appointment was confirmed.) Yes: Baranov, Frost, Gatzke, Grinchuk, Rast. No: None. Abstentions: Lehman. **5-0-1.**
2. Jim Frost offered the **motion** to confirm the appointment of Nancy Moors to the Board of Directors. Anne Rast seconded the motion. Yes: Baranov, Frost, Gatzke, Grinchuk, Nowell, Rast. No: None. Abstentions: Lehman. **6-0-1.**

E. MISSION

The Board of Directors reviewed the existing mission statement and agreed to form an ad-hoc committee, membership to be determined later, to update the mission statement.

F. STRATEGIC COURSE OF ACTION

The Board of Directors had a general discussion about the allocation of \$1.8M and commissioned an ad-hoc committee comprised of Baranov, Lehman, Nowell, and Rast to develop and implement a public input process.

G. ADJOURNMENT

The Board adjourned at 4:00 PM.

Next Board of Directors meeting is scheduled for November 5, 2009

Transcribed and drafted by Jessica Freeman

Approved by Board on

Certified after Board approval by

Date

Warren Simon, Secretary