



**BOARD OF DIRECTORS  
GOVERNANCE COMMITTEE MEETING  
Monday, January 23, 2023  
By Teleconference**

**DRAFT MINUTES**

Present: Chair Frank Gifford, Steve Bacon, Rachel Goldberg (joined at 4:48 p.m.), Kyle Muncy, Betsy Paterson (joined at 4:04 p.m.), Diana Pelletier, Ron Schurin, and Sean Vasington

Staff: Cynthia van Zelm

**1. Call to Order**

Frank Gifford called the meeting to order at 4:02 p.m.

**2. Public Comment**

There was no public comment.

**3. Approval of November 28, 2022 Minutes**

Diana Pelletier made a motion to approve the minutes of November 28, 2022. Kyle Muncy seconded the motion. The motion was approved unanimously.

**4. Review Bylaws**

Betsy Paterson joined the meeting at 4:04 p.m.

Mr. Gifford wanted to review Article V, Section 4 of the bylaws, Term of Office. He read through this section and wondered if the terms of Board members appointed by UConn and the Town should be term limited after two full three-year terms.

Ron Schurin asked if a Town appointee who leaves their Town position also leaves the Board; the Committee discussed. Steve Bacon noted that Town appointees to the Board do not have to be Town Council members; he thinks it follows that a Council member appointed to the Board who leaves the Council does not necessarily leave the Board. Kyle Muncy asked if it should be specified whether Town appointees to the Board should be Council members, noting that the Council has indirect authority over whether the Partnership continues to exist.

Mr. Muncy noted that the Board now contains two student representatives, including at least one UConn student, and asked whether both of these members should have one-year terms. The Committee concluded that this was the intention. Sean Vasington asked if the UConn student representative should be appointed by UConn. Mr. Gifford feels the Governance Committee should select the student representatives and that UConn appointees and Town appointees should remain equally represented on the Board; a student representative appointed by UConn would put the representation out of balance.



In response to Mr. Muncy's earlier question, the Committee discussed the appointment of Town Council members throughout the Board's history. Mr. Gifford and Ms. van Zelm noted that the Council has consistently appointed the Town Manager to serve on the Board as well. Ms. van Zelm clarified that Town appointees to the Board do not have to be Town Council members.

Mr. Vasington proposed adding language to the bylaws that exceptions may be made to the bylaws or the process to maintain balance of Board members with Town and UConn affiliations. Mr. Bacon feels the Board has always been sensitive to maintaining this balance, but he does not think it needs to be put in writing.

In response to an earlier observation by Mr. Muncy, Mr. Vasington asked if language should be added to the bylaws to prevent the Town Council from dissolving the Partnership. Ms. van Zelm said there is currently an agreement in place among the Town, the Partnership, and UConn for the Partnership to continue. The Town and UConn have equal authority over the Partnership's existence and pay into the Partnership equally. Mr. Vasington expressed concern about the Partnership expanding into something more akin to a development agency; he asked if language should be added to the bylaws to preserve the original intent of the Partnership within the specific boundaries of Downtown Storrs. Mr. Bacon said the Town Council has the sole responsibility to appoint a redevelopment agency, which it did when appointing the Partnership as the municipal development agency for Storrs Center (May 2002). Ms. Paterson noted that the redevelopment of Four Corners and King Hill Road were part of the Partnership's original mission. Ms. van Zelm and Ms. Paterson said the Partnership's mission allows for expansion of the Partnership's role into other areas of town if requested by the Town, UConn, and the Partnership. In effect, this has occurred with the MOU between the Town and Partnership for the Partnership to provide economic development services Town-wide.

Mr. Gifford and Ms. van Zelm plan to meet to discuss the questions on the bylaws further before the next Committee meeting.

## **5. Review Board Member Positions**

Mr. Gifford said the Board expertise grid is useful in determining the expertise of the current Board members, but he is unsure that the Committee has identified what the Board still needs in its membership. Mr. Muncy said he thinks the Board needs more of a student voice and suggested aligning with student leadership at UConn or E.O. Smith High School or other youth leadership. Ms. Paterson said the Board has sometimes not had much participation from people from the Downtown Storrs businesses. Ms. van Zelm said people knowledgeable about entrepreneurship would be helpful as well. Ms. Pelletier said it would be beneficial to seek Board members who could take a more regional view of what the area needs. Mr. Schurin suggested seeking Board members with ties to State or national politicians.

Mr. Gifford raised the question of how to onboard the student representatives more quickly, possibly through certain assignments, in order to cultivate the student voice more. Ms. Paterson noted that high school students would bring a different perspective.

Rachel Goldberg joined the meeting at 4:48 p.m.

Mr. Gifford also noted the Board term worksheet and said Mr. Schurin will be eligible to be elected at the upcoming Annual Meeting. The two student representatives can be re-upped for another term, and Ryan Aylesworth and Mr. Muncy will need to be re-appointed in order to continue on the Board.

## **6. Review DRAFT Revised Executive Director Job Description**

Ms. van Zelm listed the changes she made to the job description since the last meeting, including changing the references to Storrs Center to Downtown Storrs and adding language relating to strategic planning, management of contracted projects, overseeing annual and one-time events, and managing procurement activities. She also removed a reference to the terms of the fee for service agreement with the Town, and she removed the reference to taking minutes as the Administrative Assistant currently fulfills this role. The item about maintaining data systems was also rewritten to reflect the Partnership's plan to implement a customer relationship management database system.

Mr. Gifford reminded the current Board members to fill out the Board Assessment form, which Mr. Muncy will review in time to report on it at the next Governance Committee meeting.

Mr. Bacon made a motion to forward the revised Executive Director job description to the Board of Directors with the recommendation that the Board approve it. Ms. Paterson seconded the motion. The motion was unanimously approved.

## **7. Discuss Check in date with New Board Members**

Mr. Gifford said that in the past, the Governance Committee has invited new Board members to Committee meetings as a way of checking in with them. He said the next Committee meeting will include discussion of the Board Assessment form and suggested that Mr. Schurin and Ms. Goldberg reflect on their time on the Board so far during that discussion. New Board members Louis Goffinet and Colby Trembley could be invited to a future meeting.

## **8. Update on Strategic Action Plan and Working Groups**

Mr. Vasington said the Promotion/Public Spaces Working Group met January 10 and plans to meet again tomorrow. Ms. van Zelm said the group discussed dates for the walkthrough and meetings with the UConn Landscape Architecture program. One class will inventory the existing infrastructure downtown, and another class will make recommendations to the Board. Ms. van Zelm said the Working Group also discussed the steering committee looking to increase student activity. With the Event Coordinator position now vacant, the Partnership staff is triaging events and may need to focus more on soliciting events for students in the fall rather than the spring.

Ms. van Zelm said progress is being made on storefront activation, with the School of Fine Arts working with the Partnership on murals in the empty Wingstop and Geno's Grille spaces. A Mansfield resident has also proposed to create several murals throughout the downtown.

## **9. Check In on Next Meeting – In person or virtual?**

The February 27, 2023 Committee meeting will be virtual.

## **10. Adjourn**



Ms. Paterson moved to adjourn the meeting.

Mr. Schurin seconded the motion.

The motion was approved and the meeting adjourned at 5:05 p.m.

*Minutes taken by Joshua Stern*