



**BOARD OF DIRECTORS
GOVERNANCE COMMITTEE MEETING
Monday, March 28, 2022
By Teleconference**

MINUTES

Present: Chair Frank Gifford, Steve Bacon, Prabhas KC, Kyle Muncy, Betsy Paterson, Diana Pelletier and Sean Vasington

Staff: Cynthia van Zelm

1. Call to Order

Chair Frank Gifford called the meeting to order at 4:02 pm.

2. Public Comment

There was no public comment.

3. Approval of February 28, 2022 Minutes

Frank Gifford made a motion to approve the minutes from February 28, 2022.

Prabhas KC seconded the motion.

The minutes were approved with an abstention from Steve Bacon.

4. Recommendation to Board of Directors on Proposed Bylaws Changes

Mr. Gifford reviewed the proposed changes as previously discussed with the Committee. The main changes are to add the Board President as a permanent member of the Governance Committee and revise the officer descriptions to more accurately reflect that some of the tasks are done by the Executive Director.

Steve Bacon asked if there had been prior discussion of the Board President serving as the chair of the Governance Committee. Mr. Gifford said this had been discussed, but the Committee thought it was ok for another Board member to serve as chair. It does not mean the President could not serve as chair. Diana Pelletier said she likes the flexibility of the Governance Committee chair not necessarily being the President.

Sean Vasington asked how aligned the Governance Committee's role is with the Executive Committee's role. Mr. Bacon said the Governance Committee has regular meetings whereas the Executive Committee generally only meets for the Executive Director's evaluation and, thus, could go months without meeting. Mr. Vasington asked if there is a conflict if the President chairs both the Governance Committee and the Executive Committee. Mr. Bacon did not think so as the President could recuse her/himself from a discussion on either committee as needed.



The Committee changed some language under the President's role to say that the President could be a spokesperson for the Partnership but not necessarily the principal spokesperson.

Mr. Bacon made a motion that the Governance Committee recommend to the Board of Directors that the changes enumerated in the bylaws be amended by the Board of Directors and then ratified by the Partnership membership. Betsy Paterson seconded the motion. The motion was approved.

5. Discussion of New Board Members/Student Board Representative

The Committee discussed prospective new Board members and will make final recommendations at its April meeting.

Ms. van Zelm and Prabhas KC have reached out to UConn offices and organizations to assist with soliciting a new student Board representative. Ms. van Zelm said three applications have been received thus far.

6. Update on Discussion of Officers

Mr. Gifford said he spoke with all the current officers and they all agreed to serve another one-year term (Kyle Muncy as President, Toni Moran as Vice President, Frank Gifford as Secretary, and Sean Vasington as Treasurer). Officers will be appointed following the annual meeting.

7. Prepare for Annual Meeting

The Committee discussed a potential location of the annual meeting, speaker, and Volunteer of the Year. Committee members and Ms. van Zelm will follow up.

The Committee discussed updating members on the Downtown Storrs Strategic Action Plan. Mr. KC suggested that a few slides would be helpful including info on the working groups and who is serving on them with pictures of members of the working group.

8. Update on Strategic Plan Implementation Process

Ms. van Zelm said the working groups will start meeting soon.

Mr. Muncy will follow up on a chair for the Business Owner/Property Owner Engagement Working Group.

Mr. Vasington said he and Ms. van Zelm will meet with Streetsense consultant Larisa Ortiz to schedule a meeting with the Board on a three-month check in.

9. Discussion of In Person/Hybrid Meetings

After discussion, the Committee agreed to hold its next meeting, which will include interviews with prospective students, in virtual format.



In general, there was support for conducting the Board meetings in person and the committee meetings virtually vis a vis the requirements of the state (as they may change).

10. Adjourn

Ms. Paterson moved to adjourn the meeting.

Mr. KC seconded the motion.

The meeting adjourned at 5:04 pm.

Minutes prepared by Cynthia van Zelm