

Board Members Present: Tobi Nierob, Dimple Thakkar, Gary Trudell, Caitlin Penny, Katherine Shadley, Christopher Klapp, Gulla Jonsdottir, Paris Chong

Board Members Absent: Craig Susser, Marco Pelusi,

Management Present: Greg Rang, Genevieve Morrill, Nalani Santiago

1) Call to Order 4:05 PM – Katherine Shadley

a. Roll call conducted by Nalani Santiago. Quorum met with eight (8) board members present.

2) Budget Action Items

a. 75th Anniversary Dinner Proposal & Action

- La Peer is having an event from May 16th-19th related to Art Basel Miami and there is interest in throwing a soiree to celebrate 75th WHDD anniversary/Gulla’s 15th year anniversary in West Hollywood.
- City is still working on the paperwork for La Peer’s restaurant, Lady Hawk, to become an assessed business. The hotel itself is not assessed.
- Nathan Gallery on Beverly is interested in hosting more events, the Board can also look at other spaces within the assessed businesses
- Tobi makes a **motion** for the West Hollywood Design District, with a budget that is not to exceed \$5000, host an Art Basel event at a showroom within the district, which will also include an impromptu toast for Gulla’s anniversary. Caitlin **seconds** the motion. The motion **passes** unanimously.

b. Concierge Events Proposal & Action

- Chris proposes increasing BID activity visibility through hosting intimate events aimed at the concierges who work at hotels with the aim of encouraging them to promote WHDD businesses with their recommendations
- Chris/Petrossian would host the first one, a lot of the lift comes from hosts and since the host is also acting as a sponsor, it doesn’t need budget
- Caitlin makes a **motion** for the Board to approve Chris’ concierge event as an official WHDD function, Tobi **seconds** the motion. The motion **passes** unanimously.

3) Facilitated Conversation on Board Issues

a. Overview of rules and protocols/Code of Conduct

- City vs BID Management
 - The BID requires a BID Manager, which currently is the Chamber. The City is not the BID manager. The City is available for assistance on issues or questions that only directly relate to a member’s business. Any issues related to BID business (which includes when this issue involves the BID and

- a member’s business), you must contact your BID Management team or Executive Director
- If there is a desire to find a new management company, the WHDD Board can develop an RFP to get bids from other management companies-
 - A conversation ensued regarding Bylaws versus Brown Act to allow more flexibility in agenda noticing. Brown Act is state law, Bylaws are our guide for the Board structure.
 - **ACTION ITEM: Kristen to arrange to have a Brown Act review presentation from Lulu Morales at the City Clerk office.**
 - **ACTION ITEM: Gen to clean up last edits to the Bylaws for final approval.**
 - **ACTION ITEM: Gen to circulate BOD Manual with Code of Conduct again.**
 - **ACTION ITEM: Board needs to create a process for board terminations – or act on the one already in Bylaws.**
 - **ACTION ITEM: Gen to reach out to City about implementing a “marketing message” on the billing from the City.**
- Role of the Chair/Interaction
 - Agenda items should go through the Chair.
 - Moving forward, the process for agenda creation will be that Kristen sends a notification for agenda items to the Executive Director, Chair, and Vice Chair
 - The chair sets the agenda, and the Chamber posts the agenda with at least 72-hours notice, per state law
 - The Chair is responsible for keeping the agenda moving, on track, and on time.
 - There is a desire to have less on the agenda to promote more board member engagement.
 - General Best Practices Moving Forward
 - When issues arise, they need to be resolved openly and during Board meetings rather than through side conversations. If you think an issue is too sensitive for a public forum meeting, it needs to be brought to the BID Manager, who will qualify if the issue meets the Brown Act’s closed meeting threshold.
 - Committees, including AdHoc meetings, need to have both agendas and minutes so that the rest of the board is informed on what is being discussed and what pieces are in motion. The agenda and minutes must also be given to the Management Company to add to the BIDs official records.

- With the exception of adhoc committees, committee chairs are responsible for providing meeting agendas to Kristen well in advance of the 72-hours notice required to post by state law.
- Committee chairs are responsible for keeping attendance at committee meetings, recording attendance in the minutes, and ensuring everyone who is supposed to attend is doing so regularly
- There will be a one-sheet template for committee reports moving forward
 - **ACTION ITEM: Gen to create a one-sheet for Committee Reports for Board Packets.**
- Board Members would like to have streamlined/shorter reporting to allow for more time for board engagement and prioritizing discussion
- As per Abbe’s instruction at the retreat, committee meetings should deal with the minutia necessary when conceptualizing programs, marketing, and events. BOD meetings are for approving concepts and budgets of proposed items.
- Board needs to decide whether to have less on the agenda or longer meetings to address the need for more engagement and discussion in board meetings.
 - **ACTION ITEM: Gen will work with Katherine, Caitilin and Greg on a more concise agenda using the format of “consent items”**
- By rule, executive meetings are not closed unless personnel matters are being discussed. Board members not on the EC and/or members of the public may attend but may not disrupt the meeting and must hold any questions or comments until the end of the meeting during the Public Comment section.
- In the board meeting minutes, Kristen summarizes all Action Items assigned at the meeting on one page at the end; be sure to check the last page of the minutes to see what is assigned to you personally or to the Board as a whole
- Executive Director Role and Interaction
 - The Executive Director (Greg Rang) is supervised by the Board Chair, and is under the Management Company’s (Chamber) payroll.
 - This position reports directly to the Chair of the Board, however, they are an employee of Management Company. As such, is subject to all state and federal labor laws; signs all documents related to employment and compliance through Management Company’s outsourced human resource

company. The Management Company supports the Executive Director and the work of the WHDD Board.

- A weekly meeting between the Executive Director and their direct supervisor should be instituted to ensure accountability.

4) Vendors as Board Members

a. General Principles Moving Forward

- Having board members who are also vendors causes issues posing actual and/or perceived conflicts of interest in the chain of command, given the Executive Director is both responsible for the vendor and is accountable to that same vendor in their role as a board member.
- Moving forward, the Board should add to the bylaws that vendors cannot be board members unless the board member chooses, and the Board ratifies the offer, to donate their time and services on a particular short-term project. Service on the WHDD Board of Directors is voluntary, thus no board member should garner monetary compensation
- Dimple will make choice on Board vs Vendor role at next BOD meeting

Meeting Adjourned at 6:33 PM

Action Items

- **ACTION ITEM:** Kristen to arrange to have a Brown Act review presentation from Lulu Morales at the City Clerk office
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- **ACTION ITEM:** Gen to circulate BOD Manual with Code of Conduct again
- **ACTION ITEM:** Board needs to create a process for board terminations – or act on the one already in Bylaws
- **ACTION ITEM:** Gen to reach out to city re: a “marketing message” on the assessment billing sent by the city
- **ACTION ITEM:** Gen to create a one-sheet for committee reports to include in the Board Packets.
- **ACTION ITEM:** Gen will work with Katherine, Caitilin and Greg on a more concise agenda using the format of “consent items”