

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

**Board Members Absent:** Craig Susser

**Management Present:** Greg Rang, Genevieve Morrill, Kristen Osborne, Nalani Santiago

**City Representatives:** Taylor Coyne, Dereck Purificacion, Lulu Morales

**Guests:** Evan Thomas, Andrea Bastug,

**1) Call to Order 11:05 AM – Katherine Shadley**

- a. Roll call conducted by Kristen Osborne. Quorum met with nine (9) board members present.

**2) Review and Approve & Minutes – Katherine Shadley**

- Review and Approve April minutes.
- Marco makes a **Motion** to approve April minutes.
  - **Seconded** by Chris
  - Motion **Carries** by unanimous vote
  - The April minutes are approved.

**3) Approval of Financials**

- a. Review and Approve April Financial Report
  - At end of April,
    - In the bank: \$417,026.69
    - Total revenue: \$29,720
    - Total expenses: \$26,618
    - Net Income: \$3,102
  - Marco makes a **Motion** to approve April financial report
    - **Seconded** by Gary
    - Motion **Carries** by unanimous vote

**4) Brown Act Review with City Clerk’s Office--Lulu Morales**

- a. Brown Act is a California State law which requires public bodies to have meetings open. As a Business Improvement District funded by assessment fees, the Design District is a public body and is required to adhere to Brown act standards
- b. Basic principles of the Brown Act include
  - A quorum is needed to discuss city, county, and legislative business and to take any valid action
  - Regular meetings have set dates and times with formal actions performed by the legislative body. Legislative bodies can also meet via special meetings which can be called up to 24 hours in advance

- Special meetings can either be called for by the Chair or by a majority of the members of the legislative body. A cover sheet saying who called the meeting is required to be submitted to the city clerk and posted along with the agenda
- Standing committees need to have less than quorum. For standing committee meetings, there needs to be 50%+1 members in attendance of the committee members in order to take actions
- Ad Hoc meetings have much less formal requirements, but also have less decisive power. Cannot make budget decisions and must report all information back to the Board
  - Ad Hoc meetings need to be officially established by the Board
- Board business should *only* be communicated at Board meetings. Cannot discuss Board business, actions that the board will take, how actions or topics should be discussed, etc. The deliberative process must take place in an open setting for public transparency
- Best practices for communication is to go through the Executive Director or the BID management team who can freely communicate with all board meetings
  - **ACTION ITEM: All Board Members—Utilize Kristen as the go-to for communications related to the WHDD BOD. Need to schedule an ad-hoc meeting? Go through Kristen. Need to add an agenda item to a regular meeting agenda? Go through Kristen.**
  - If you ever email the entire board or receive an email to the whole board, never reply all.
  - Be explicit when emailing as a Board member and when emailing just as friends/colleagues. Discussing Board business means you are acting as a Board member in all contexts; those discussions are therefore potentially subject to public scrutiny. Being careful is best practices!
- **ACTION ITEM: All Board Members—If you have additional questions regarding the Brown act, email them to Taylor Coyne and she can send them to Lulu Morales who can come to another WHDD meeting later in the year to provide additional information**

## 5) BID Management Report

- a. Social Media Report- Dimple Thakkar
  - In April, all metrics has a new record.
  - In one month, the follower count increased by 740 which is an increase of 4% of the total follower count

- Metrics show that the celebrity content and aerial photography content are both performing quite well and are influential in helping grow the reach of the Instagram
- On Facebook, generating a good amount of leads that are actually leading to purchases
- b. Executive Director- Greg Rang
  - Greg worked with the city to get the Weaver’s Walk more visually appealing while it is in the transitional stage, spoke at council with feedback. As a result, city has agreed to a temporary asphalt and artificial turf installation until construction starts properly
  - Website is adding the agendas and meetings from all BID meetings posted to comply with Brown Act standards. That should be complete shortly, a link will be distributed once ready.
  - Visit West Hollywood is continuing to collaborate with the Design District to promote WHDD businesses
    - Greg and Caitlin represented the Design District an event at the Andaz with international journalists as part of IPW
  - LCDQ Black Car transportation from Beverly Center parking garage was a huge success! Brought visitors from Legends further into the Design District, helped advertise the 75 Years in The District promotion with the logo on the decal.
- c. BID Manager – Genevieve Morrill
  - Kristen, Greg, Gen, Nalani, and Katherine to work on adjusting agenda for future meetings to create a “consent” section to help allow for more productive uses of meeting time, as discussed at the retreat.
  - Caitlin and Gen have put together a Committee Report to speed up Committee Reports at BOD meetings
    - **ACTION ITEM—All Committee Chairs: Ensure you submit a Committee Report summarizing your committee meetings prior to the next BOD meeting**

## 6) Chair Report

- a. New Secretary Nomination and Action
  - Caitlin makes a **motion** to nominate Gary for the position of secretary. Marco **seconds** the motion. The motion **passes** unanimously, Gary Trudell is now the WHDD BOD Secretary.

b. Bylaw Update Discussion and Action

- The Bylaws formerly named the Board as an affiliate of the West Hollywood Tourism Board. They have been changed to say the board is an affiliate of the West Hollywood Chamber of Commerce.
  - Paris makes a **motion** to approve the updated bylaws. Gulla **seconds** the motion. The motion **passes unanimously**, the bylaws are updated.
  - In making this change, realized that the WHDD does not have a Federal ID (EIN) because there were no employees when the Design District was established. Now that Greg is a Design District employee, worth reconsidering
  - **ACTION ITEM—Kristen to add EIN Decision Action to June agenda.**

c. Ad Hoc Committee Discussion and Action

- After the Executive meeting, the Executive Committee recommends the smartest use of the budget is to repurpose the \$100,000 originally earmarked for the 75<sup>th</sup> anniversary event to apply it to the three signature events instead.
  - Rather than 75<sup>th</sup> Anniversary Event in the Fall, Holidays in the District in the Winter, and Art Walk/Diem in the Spring, separate DIEM and the Art Walk and hold DIEM in the fall instead of the 75<sup>th</sup> anniversary event.
  - Along with that, widely distribute the 75<sup>th</sup> anniversary logo so that businesses in the WHDD can brand events throughout this year as 75<sup>th</sup> anniversary events without the Board having to be the ones to actually put all of the events together.
  - The budget for each event is to be determined at the first meeting of each committee.
- Caitlin makes a **motion** to approve the creation of three ad-hoc committees: Holidays in the District, DIEM, and Art Walk. Marco **seconds** that motion. The motion **passes** unanimously.
- Each Ad Hoc Committee needs a chair: Paris will chair the ArtWalk ad hoc committee, Gulla will chair the DIEM ad hoc committee, and the Holidays in the District committee is still in need of a chair
  - **ACTION ITEM: It is the responsibility of the committee chairs to schedule the committee meetings and prepare the report for the BOD meeting**
  - **ACTION ITEM: Kristen to add “Ad Hoc Committee Further Discussion and Possible Action” to the June meeting agenda**

- Charlie Brown and KOHLER are doing a Pride event benefitting PFLAG and has asked WHDD to sponsor the books for the drag queen storytime component of the event
  - Dimple makes a **motion** for the board to sponsor the books at an estimated expense of \$300-400. Marco **seconds** the motion. When the board discusses the motion, concerns are raised about setting a precedent of a charity sponsorship in this manner.
  - Ultimately, the motion does not pass. Katherine makes a recommendation that a better use of Board funds will be to specifically allocate digital spend to promoting the KOHLER event and surrounding Pride block party.
  - Caitlin makes a **motion** to allocate \$1300 digital marketing spend towards supporting all Design District businesses with their Pride events. Gary **seconds** the motion.
- Katherine makes a **motion** to extend the board meeting by 20 minutes. Marco **seconds** the motion. The motion **passes** unanimously.

## 7) Committee Reports

### a. Nomination Committee- Gary Trudell

- Gary has brought three potential future board members to the meeting
  - Andrea Bastug from Hamilton-Selway
  - Evan Thomas from La Peer Hotel
  - Adriana Hardy from 8899 Beverly
- **ACTION ITEM: All nominated attendees send Letters of Intent to Gary, who will send to Kristen, who will add LOI and New Board Member Vote Action to the June agenda.**

### b. Executive Committee

- Affiliate Member Discussion and Action
  - Dimple has not yet decided on status as Board Member or Vendor. She will have a decision soon and will inform the board of her decision
- Due to a lack of quorum during the Executive Committee report, the additional action items will be added to the June BOD agenda
  - **ACTION ITEM: Kristen to add the Board of Governors and the Signature Event Budget Action items to the June BOD Agenda**

**8) External Partner Reports**

- a. West Hollywood Chamber of Commerce (Genevieve Morrill)
  - The WHCC is having a Pride Float this year and is accepting sponsorships. The parade will be in both WeHo Pride and in LA Pride, the latter of which will be televised on KABC-LA and steamed live on Hulu.
    - Katherine makes a **motion** for the West Hollywood Design District to sponsor the float at the Courage Sponsor level for \$2500. Chris **seconds** the motion. The motion **passes** unanimously.
  - State of the City is June 27<sup>th</sup> at the 1 Hotel from 11am-1:30pm. Theme is Progressive Economics: Putting the Progress Back in Progressive.
    - Caitlin makes a **motion** to sponsor State of the City at the Advocate Level for \$3500. Katherine **seconds** the motion. The motion **passes unanimously**.
- b. City of West Hollywood
  - Currently at reestablishment time for the Business Improvement Districts. The City Council will have the reestablishment on the consent calendar at the meeting on May 20<sup>th</sup> and will be officially memorialized on July 1<sup>st</sup>.
  - Taylor passed around a sample of the letter that is sent out with the BID Assessment bills and explained a QR code aimed at capturing business contact information will be included with the bills
    - ACTION ITEM: Genevieve to send a marketing message regarding the purpose of assessment billing to Taylor to be included with the assessment bills
    - ACTION ITEM: Nalani to share the link to the digital Annual Report for inclusion in the BID Assessment billing mailers

**9) Board Comments**

- a. The role of the digital agency and their communication with the board was discussed.
  - **ACTION ITEM: Greg to coordinate an audit of web traffic to the website at the request of Dimple to look at the potential of generating ad revenue from the website**
  - **ACTION ITEM: Kristen to coordinate with Greg to set up a quarterly check in from the digital agency who is managing the website**

**Meeting adjourned at 5:52 PM**

### Action Items

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- **ACTION ITEM: All Board Members—If you have additional questions regarding the Brown act, email them to Taylor Coyne and she can send them to Lulu Morales who can come to another WHDD meeting later in the year to provide additional information**
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