

GOVERNANCE COMMITTEE (Zoom) Meeting

Thursday December 3, 2020

9:00am

The Governance Committee will not be held at the
Governmental Center.

The Governance Committee Meeting will be conducted
remotely via Zoom webinar

Quick Highlights for Viewing and Participating
(Finer Details Below)

Anyone wishing to give public comment will need to call in
and wait in a "virtual waiting room" where their
microphones will be muted until they are called upon:

Dial: 312-626-6799

Meeting ID: 581 562 6571

Participant ID: # (yes just #)

Posted and Published: Wednesday, December 2, 2020

The DDA recognizes the importance of not bringing people together
unnecessarily in an effort to stop the spread of COVID-19. The
Governmental Center has been closed to walk-in traffic and will be closed
for the Governance Committee meetings for the foreseeable future.
Members of the Committee will not be present in the Governmental Center
for official Committee meetings.

The DDA has determined that all Committee meetings may be conducted
remotely to assist in stopping the spread of COVID-19. Individuals with
disabilities may participate in the meeting by calling-in to the number as
though they were going to be giving public comments as outlined below or
by calling the TDD#. Individual members of the Committee may be
contacted via email through presiding CEO Jean Derenzy,
jean@downtowntc.com.

DDA meetings will continue to be broadcast live on Cable Channel 191 and
will be streamed live at: <https://www.tacm.tv/govtvnow.asp>.

For members of the committee and key staff, their name will appear on
screen when they are speaking. For individuals who may wish to give public
comment, the method for providing public comment during these remote-
participation meetings is to call: 312-626-6799 and enter the Meeting and
Participant ID.

Callers wishing to give public comment may call in before the meeting starts
and wait in a "virtual waiting room." Going forward, these instructions will
be included in every published agenda of the Governance Committee. Those
calling in will be able to hear the audio of the Governance Committee
meeting, yet their microphone will be muted.

When the Committee accepts public comment, in the order calls were received, the meeting facilitator will identify the caller by the last four digits of their telephone number and ask them if they would like to make a comment.

The DDA CEO has been designated to coordinate compliance with the non-discrimination requirements contained in Section 35.107 of the Department of Justice regulations. Information concerning the provisions of the Americans with Disabilities Act, and the rights provided thereunder, are available from the DDA Office.

The City of Traverse City and Downtown Development Authority are committed to a dialog that is constructive, respectful and civil. We ask that all individuals interacting verbally or in writing with board members honor these values.

Downtown Development Authority:
Jean Derenzy, CEO
(231) 922-2050
Web: www.dda.downtowntc.com
303 East State Street
Traverse City, MI 49684

Agenda

1. Roll Call
2. Approval of Minutes from October 9, 2020
3. Public Comment
4. Review of Proposal for CEO Compensation salary survey – Kate Greene
5. Consideration for Board Membership Orientation Approach
6. DDA Strategic Planning
7. Public Comment
8. Other Business
9. Adjournment

The Traverse City Downtown Development Authority does not discriminate on the basis of disability in the admission or access to, or treatment or employment in, its programs or activities. The DDA CEO has been designated to coordinate compliance with the non-discrimination requirements contained in Section 35.107 of the Department of Justice regulations. Information concerning the provisions of the Americans with Disabilities Act, and the rights provided thereunder, are available from the DDA office.

Minutes
Traverse City Downtown Development Authority
Governance Committee

9:00am

October 8, 2020

Virtual Zoom Meeting

Present: T. Michael Jackson, Debbie Hershey, Richard Lewis. Steve Constantin

Absent: None

Attendees: Jean Derenzy

Chair Lewis called meeting to order at 9:10am

Public Comment: No public comment.

Considerations to Issue RFP/RFQ for Legal Counsel: Derenzy indicated the RFP incorporated Committee members comments and is ready for approval. Process outlined recommended that the Chair of Governance, Lewis, Chair of the DDA, Schneider, Treasurer of the DDA, Constantin, Derenzy and the City Attorney be on the evaluation team as well as the interview team. Derenzy indicated that City Attorney recommended that she not be on the interview team only evaluate the proposals received.

MOVED by Jackson seconded by Hershey that the RFP for Legal Counsel be recommended for approval to the full Board. **APPROVED unanimously.**

Board Grid: Overview of grid presented within packet was drafted by Constantin and Lewis. This provides an overview of the requirements (statute) and recommended background professional expertise desired for the Board. Board members suggested that resident be changed to resident inside the DDA and commercial property owner.

MOVED by Hershey seconded by Constantin to approve outline for membership and qualifications to be presented to the DDA Board for consideration. **APPROVED unanimously.**

Public Comment: None

Other Business: Lewis recommended that the Governance Committee meet the last Thursday of each month at 9:00am Further that the November and December meeting be a combined meeting to occur on December 3rd at 9:00am.

Board members requested that a process be identified as to review of proposals received and interview process. Hershey and Lewis identified some typographical changes that they would suggest. Committee requested that a special meeting be scheduled for October 8th to review the final RFP with an identified process put in place. This approach will allow for the Committee to review and recommend to the full DDA Board.

Board membership Grid: Constantin indicated that he suggests that a membership overview be provided to help the Mayor in identifying needs of the DDA Board, whereby an overall review of the make-up of the Board. Lewis indicated there are statutory requirements in place as well that identifies that the majority of the board must be individuals with an ownership or business interest in property in the district and one member must reside in the district if there are more than 100 residents in the district.

Committee members asked that Constantin and Lewis work on a grid to bring back to Committee at the October 8th meeting for consideration by the full DDA Board at the October meeting.

Salary range for CEO: Recommendation is to have Kate Green provide data points, comparison pieces that would be recommended as well as a contract to complete such a study.

Meeting adjourned at 10:10am

Richard Lewis, Chair



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Memorandum

To: Governance Committee
From: Jean Derenzy, DDA CEO
Date: September 19, 2020
SUBJECT: Identification of Items to be Done

Review of Proposal for Compensation Salary Survey: Subcommittee Members were asked by the DDA, as well as part of the role of the Governance Committee to determine approach to the CEO compensation salary before the budget process. The approach identified by this Committee was to complete a salary survey with an outside professional. Kate Greene, owner of Human Resource Partners who has worked with the DDA Board on evaluation analysis of the CEO, has proposed an approach for Committee's consideration. Ms. Green's proposal is attached.

In talking to Ms. Greene, to get a valid and relative range, it is critical to consider the salary ranges of employees who report to me. Therefore, the proposal will include four additional positions being COO, Director of Transportation and Mobility, Director of Community Development and Downtown Experience Coordinator. The proposal as outlined is \$2,250.00. Ms. Greene, will be part of our discussion on Thursday.

Consideration for Board Membership Orientation Approach: The Governance Committee is responsible for new board membership orientation. An approach that I started as to meet with new board members to go over budget, strategies and policies. This year with new members, I will also be asking each staff member to talk about their responsibilities as well as a tour of the District and projects. The Chair and Vice-Chair also request a "buddy" for the first year asking a board member to meet with the new member and reach out periodically to make sure they are comfortable with meetings, etc.

Additional thoughts approaches are appreciated.

DDA Strategic Planning: The annual or semi-annual strategic planning session is under the guidance of the Governance. For 2020 there has been no strategic planning session. Governance may wish to consider an approach for a strategy session sometime in 2021.



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Phone:
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Proposal for Services – Traverse City Downtown Development Authority (DDA)

Objective

- Create a competitive compensation structure for the Executive Director
- Revise and validate ranges** for Executive and direct reports (5 positions total)

Scope and Approach

In developing a compensation structure, our intent is to deliver a system that:

- Offers competitive pay practices
- Establishes and maintains internal equity
- Identifies pay and benefit levels that ensure attraction/retention
- Complies with legal issues

HRP will use existing job descriptions (or job questionnaires) to determine competitive compensation ranges. HRP does not rely on job titles alone, as every organization handles these differently. Pay comparisons are based on actual job duties performed. HRP will review compensation for the top executive and all direct reports to the top executive to validate a relative executive pay range and avoid issues of internal equity. Grades and wage ranges for direct reports will be provided to the Executive Director to further develop the salary and administration plan for the DDA.

Our procedure of data analysis and development of competitive pay ranges is generally as follows:

- Review duties and responsibilities
- Determine impact and contribution level and skill/knowledge to perform in position
- Compare positions to salary market data (like positions in community /industry)
- Create and assign grade and ranges
- Identify any individual concerns about pay or pay adjustments

Timeline

HRP anticipates this project could be completed within 2-3 weeks of initiation, but is dependent on mutual availability of DDA Staff/Board and HRP.

Agreement and Confidentiality

All information received from the Traverse City Downtown Development Authority (TCDDA), the Client, **will be treated as confidential** except information, which was or becomes generally available to the public other than as a result of a disclosure by TCDDA was or becomes available to HRP from a source other than TCDDA or its agents; or was known to HRP prior to the disclosure by TCDDA.

HRP is the owner of, including copyright, of all the process, materials and training programs developed for, and provided to, the client. The client, The DDA, is granted a **nontransferable license to reproduce materials** for in-house use with TCDDA employees. The client may not provide or resell the HRP processes or training programs to other parties without HRP written authorization.

HRP training materials and advice are intended to enhance personal and organization performance, and are **not legal advice**. HRP encourages its customers to seek legal advice if questions exist about employment practices and procedures.

The Client will indemnify and hold HRP harmless against all losses, damages, costs, and expenses including reasonable attorney fees, resulting from any breach of any warranty, representation or covenant contained in this agreement.

This agreement shall be governed and construed in accordance with the laws of the State of Michigan and shall benefit and be binding upon the parties and their respective successors and assignees. This section shall survive the termination of this agreement.

Fee structure

<u>Item</u>	<u>Cost</u>
Position evaluation (Executive and direct reports – 5 total)	
Compensation analysis (includes market salary data)	
Develop wage ranges	\$2,250
Total:	\$2,250

Terms: Client will be billed \$1000 at the beginning of the project, remainder upon completion.

This quote is valid for 30 days. Thank you for the opportunity to present this proposal.

If you have any questions regarding this arrangement, please do not hesitate to contact me.

Acknowledged and Accepted:



Jean Derenzy, Chief Executive Officer, DDA

Kate Greene, Human Resource Partners

Date: _____

Date: November 25, 2020