

Traverse City Downtown Development Authority Governance Committee

Thursday, July 28, 2022

9:00 AM

Committee Room, Governmental Center
400 Boardman Avenue
Traverse City, Michigan 49684



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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:
c/o Jean Derenzy, CEO
(231) 922-2050
Web: www.downtowntc.com
303 East State Street, Suite C
Traverse City, MI 49684

**Welcome to the Traverse City Downtown Development Authority
Governance Committee meeting!**

Agenda

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1. CALL TO ORDER	
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2. ROLL CALL	
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3. APPROVAL OF MINUTES	
A.	3
Consideration of approving the minutes of the regular Governance Committee meeting of July 29, 2021 (Approval Recommended) (Jean Derenzy)	
Governance Committee Regular Meeting - 29 July 2021 - Minutes - PDF	
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4. ELECTIONS	
A.	
Election of Chair and Vice Chair (Approval Recommended) (Jean Derenzy)	
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5. OVERVIEW OF RESPONSIBILITIES	
A.	5 - 6
Governance Responsibilities	
DDA Governance Committee, Roles & Responsibilities - PDF	
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6. PUBLIC COMMENT	
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7. ADJOURNMENT	

**Minutes
Traverse City Downtown Development Authority
Governance Committee**

July 29, 2021
Governmental Center Committee Room

Present: T. Michael Jackson, Richard Lewis, Steve Constantin, Gabe Schneider

Absent: None

Attendees: Jean Derenzy

Chair Lewis called meeting to order at 9:30am

Approval April 29, 2021 Minutes: **MOVED** by Jackson seconded by Constantin to approve minutes as presented. **APPROVED** unanimously.

Review of Proposal seeking Consultants to review DDA Organization Derenzy reviewed the Scope of work developed for the Request for Proposal to be sent to review the current organizational structure of the DDA and review financial approaches for the Downtown.

Constantin commented scope of work looks complete. Jackson commented that community input should be significant piece, along with best practices throughout the United States be researched.

Derenzy indicated that Scope of Work will be reviewed at the August DDA meeting prior to RFP being issued.

Public Comment: No public comment.

Meeting adjourned at 10:20am

Richard Lewis, Chair

Traverse City Downtown Development Authority (DDA)
Board of Directors
Governance Committee – Roles & Responsibilities
Established: February 4, 2019

Pursuant to the DDA Board’s by-laws, the Governance Committee is a standing committee of the DDA Board of Directors. The Governance Committee is charged with oversight, review and recommendations regarding board operations to enhance the quality and future viability of the Board. The Governance Committee has the following roles and responsibilities:

1. Meet at least quarterly and provide meeting minutes to the full Board of Directors.
2. Lead the board in regularly reviewing and updating its understanding of its roles, responsibilities, and expectations of individual board members.
3. Serve as the planning and review team for organizational strategic planning activities.
4. Assess on an on-going basis the current and anticipated needs for board composition.
5. Develop and recommend the following documents, practices, and policies; conduct annual review of all these items and make recommendations for any updates that may be needed.
 - a. Board Committee job descriptions;
 - b. Board Code of Conduct Policy;
 - c. Board Conflict of Interest Policy and annual statement for signing;
 - d. Qualifications & Characteristics Grid for consideration of potential new board members, including knowledge, attributes, skills, abilities, influence, background, etc.;
 - e. Board Orientation and Operating Manual;
 - f. New member on-boarding process including but not limited to an orientation session for all new board members;
 - g. Board on-going education process, including protocol, content, and schedule;
 - h. Board annual self-assessment protocol and tool;
 - i. A general Board-CEO Roles and Responsibility Policy, distinguishing the respective roles, responsibilities, and relationships;
 - j. Any other board policies as needed.
6. Establish and conduct reviews of the Employee Compensation Plan, including wages and fringe benefits, every other year and make recommendations to the Board for any adjustments.
7. Review the DDA Board’s by-laws annually and make recommendations for any changes if needed.

8. Assist the CEO in planning and implementing board retreats as desired.
9. Regularly review the board's practices and status regarding member participation, confidentiality, attendance and conduct, and provide any recommendations as needed to enhance board effectiveness.
10. Any other periodic or regular Board Governance matters as desired by the Board of Directors.