

# Traverse City Downtown Development Authority Governance Committee

Monday, October 23, 2023

**5:00 PM**

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](http://www.downtowntc.com)  
303 East State Street, Suite C  
Traverse City, MI 49684

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

## **Agenda**

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<b>1. CALL TO ORDER</b>	
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<b>2. ROLL CALL</b>	
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<b>3. ELECTIONS</b>	
A. Election of Chair & Vice Chair	
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<b>4. NEW BUSINESS</b>	
A. Dates and Time of Meetings (Approval Recommended) (Jean Derenzy)	5 - 6
<a href="#">Overview of Agenda Items Memo (Jean Derenzy) - PDF</a>	
B. Governance Responsibilities	7 - 8
<a href="#">Governance Roles &amp; Responsibilities - PDF</a>	
C. DDA Board Roles and Responsibilities	9 -
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D. CEO Contract	
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<b>5. OTHER BUSINESS</b>	
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<b>6. PUBLIC COMMENT</b>	
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<b>7. ADJOURNMENT</b>	



# CITY COMMISSION

## GOALS & OBJECTIVES

### 2022-2023

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#### **HOUSING & HOMELESSNESS**

Increase opportunities for more diverse housing through public and private options.



#### **ACCESS & MOBILITY**

Invest in multi-modal mobility strategies and existing and future infrastructure so that individuals of all ages, abilities and income have a network of complete, barrier free, safe, year round access to our community's amenities and basic needs.



#### **CONNECTING PEOPLE WITH EACH OTHER AND NATURE**

Invest in facilities and amenities in order to create vibrant City spaces that connect all people to nature and to each other.



#### **ECONOMIC DEVELOPMENT**

The City will foster economic development by adopting a growth mentality and by conserving and maintaining natural resources. It will work with partners to invest in and maintain amenities that support a wide variety of industries, build the workforce, and attract well-paying jobs with the region's future in mind.



#### **WATER SYSTEMS**

Proactively and consistently maintain, conserve, and manage water and water systems to reduce harm to the systems themselves as well as public health and safety.



#### **CLIMATE CHANGE**

Address climate within all of our City priorities, goals, policies, and actions.





Downtown Development Authority  
303 E. State Street  
Traverse City, MI 49684  
jean@downtowntc.com  
231-922-2050

## Memorandum

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To: Governance Committee  
From: Jean Derenzy, DDA CEO  
Date: October 19, 2023  
Subject: Overview of Agenda items

**Dates Times of Meetings:** Chair DeMerle is recommending that discussion occur relating to dates and times of meetings, with suggestion that the Committee meet every other month on the Monday following the DDA meeting at 5:00pm, with those dates being:

November 20 at 5:00pm  
January 22 at 5:00pm  
March 18 at 5:00pm  
May 20 at 5:00pm  
July 22 at 5:00pm  
September 23 at 5:00pm

Meeting location would be the Governmental Center second floor committee room.

If meeting dates and times work for the members, the following motion is recommended: Approval of Governance Committee meetings to be scheduled as identified.

**Governance Responsibilities:** Included in your packet is an outline of the roles and responsibilities of the Governance Committee. The goal would be to identify priority of items to determine agenda setting for the next few meetings. Suggestions to consider undertaking would be Organizational strategic planning activities and/or annual retreat; review employee compensation plan including wages, and fringe benefits; review of by-laws. All items are part of the roles and responsibilities the above items are suggestions to start with.

**DDA Board Roles and Responsibilities:** The attached Board Roles and Responsibilities came from our governance training and was part of the September DDA packet. The Governance Committee is charged with reviewing the Board Roles and Responsibilities and is recommended to review and comment, edit as you see appropriate.

**CEO Contract:** My contract was and has previously been negotiated with the Chair and Vice-Chair, with typically contract wage to follow the yearly evaluation as indicated in my contract. With the Governance Committee now established negotiation should be with this Committee. I am asking that 2 members of the Governance Committee meet with me to talk through the contract and wage and bring recommendation back to the Committee and then forwarded to the full Board.

**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. Grievance Policy;
  - k. Board process and format for conducting an annual performance and compensation review of the CEO;
  - l. 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.





## **DDA Board Roles & Responsibilities**

### **Assure service to the designated constituents:**

1. Create, regularly review/modify, and monitor progress on the organization's Strategic Plan.
2. Establish goals, strategies, and priorities based on the mission and community needs.
3. Ensure adequate resources to accomplish the organization's mission and goals.
4. Periodically review and evaluate funding priorities and goals to ensure effectiveness and impact.
5. Be guided by the organization's vales/guiding principles.
6. Promote diversity and demonstrate equity and inclusion in all matters.
7. Participate in a regular schedule of strategic planning to maintain excellence and refine the organization's future direction.

### **Serve as a continuous link between the organization and the community:**

1. Act as the organization's ambassador to the community consistent with the organization's communications strategy and at the request of, or in coordination with, the CEO.
2. Periodically review the organization's communication plan and strategies.
3. Be an advocate for the organization consistent with the organization's advocacy/communications strategy, and at the request of, or in coordination, with the CEO.
4. Do not respond to internal or external hearsay but report it to the CEO/ED for discussion and clarification.

### **Hire, support, and evaluate the Chief Executive Officer (CEO)**

1. Clearly identify roles, responsibilities, and accountabilities of the CEO.
2. Establish criteria to monitor and evaluate the performance of the CEO.
3. Establish channels of communication with the CEO that will provide continuous input regarding responsibilities, expectations, and performance.
4. Establish and maintain the highest possible levels of mutual trust and confidence with the CEO.
5. Conduct an annual formal performance review with the CEO.
6. Approve the CEO's annual compensation package.

### **Ensure legal, ethical, and fiscal integrity:**

1. Establish monitoring policies and procedures, relative to the strategic plan and the organization's progress.



2. Exercise fiduciary responsibility and oversight for all assets.
3. Adopt an annual operating budget and regularly assess budget status.
4. Oversee the provision of a regular financial audit by an independent auditor.
5. Faithfully read and understand the financial statements.
6. When representing the organization, act consistently in public with its overall strategy, values, and communication plans.
7. Cause no harm to the organization; instead, pursue board member duties as an advocate for excellence.

**Ensure continuing effectiveness of the Board:**

1. Establish criteria to monitor the Board's performance.
2. Conduct board self-evaluations every other year (at a minimum).
3. Recruit and orient new board members.
4. Develop and implement an on-going Board Learning and Development Plan.
5. Develop and periodically assess/strengthen board policies.

**Learning Expectations:**

1. Steward the organization's vision, mission, goals, and objectives.
2. Embody the organization's values and guiding principles.
3. Focus on the overall strategy, policy, and integrity of the organization; respect the CEO's role in administering and operating the organization.
4. Adhere to all board policies and state and federal laws regarding avoidance of harassment and discrimination.
5. Strive to attend at least 75% of board meetings annually (either in person or electronically).
6. Serve in leadership positions or undertake committee assignments or special assignments willingly when asked.
7. Represent the organization at community events, as requested by the board Chair or CEO.
8. Keep abreast of trends in the field.
9. Prepare for and actively participate in Board and committee meetings and other organizational activities.
10. Ask timely, relevant, and substantive questions.
11. Respect and maintain confidentiality of the Board discussions.
12. Suggest agenda items periodically for Board and committee meetings, to ensure that significant strategy, policy, fiscal, and reputational matters are addressed in a timely fashion.
13. Participate in fund development activities as specified for individual board members (if applicable).
14. Adhere to federal and state laws regarding the Open Meetings Act and other public organizational legal requirements (if applicable).



**Avoid Conflict:**

1. Serve the mission and community as a whole, rather than special interest groups.
2. Publicly and privately support the majority-voted decisions and positions of the board.
3. Represent the entire constituency as opposed to one or more sub-sets.
4. Avoid even the appearance of a conflict of interest and disclose any possible or potential conflicts in advance.
5. Maintain independence and objectivity and do with a sense of fairness, ethics, and personal integrity dictate.
6. Never accept or offer favors or gifts from or to, anyone who may be affiliated with the organization.

**Relationship with staff:**

1. Counsel the CEO as appropriate and offer support.
2. Respect the distinction between your role and that of the CEO. Do not assign tasks give directions, or provide performance feedback to the CEO's staff.
3. Avoid judgements on the basis of internal hearsay and urge those with concerns to work directly with the CEO.
4. Understand that board members are largely selected on the basis of skills, background, and experience primarily for the purpose pf policy, fiscal integrity, and strategy.
5. Make a distinction between your roles as a board member vs. as a volunteer on a specific project of program.

**Relationships with other Board members:**

1. Bring a sense of openness, honesty, respect, patience, and good humor to the Board's deliberations.
2. Do not remain silent. Express your ideas, opinions, and questions.
3. Promote candor among Board members to create trust in each other's judgement and the acceptance of differing opinions.
4. Deal openly and honestly with difference of opinion, without personal rancor or resentment.
5. Following full consideration of issues, support the majority decision of the Board outside of the boardroom.
6. Suggest potential nominees for the Board when needed.

**Acknowledgment: To be reviewed and signed by each board member annually.**

**I have read and reviewed the roles and responsibilities of the Board and its individual members. I**



understand and accept my role, and I agree to comply with the responsibilities of this office.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_