

**MIDTOWN COMMUNITY BENEFITS DISTRICT MANAGEMENT AUTHORITY**

**MICA – 1601 W. MOUNT ROYAL AVENUE – Wednesday, June 11, 2014**

**6:30 pm**

**Board Member's Present:** Randall Anderson II, Councilman Bill Cole, Sandy Harley, Steve Howard, Liam Flynn, Steven Johnson, Joseph Palumbo, Doreen Rosenthal, Pamela Johnson, Jennifer Mielke

**Staff Member's Present:**

Peter Merles, Executive Director, Midtown Community Benefits District

Peggy Smallwood, Office Manager, Midtown Community Benefits District

Michelle Wirzberger, Incoming Executive Director, Midtown Community Benefits District

Cristian Song excused from meeting.

Joe Palumbo called meeting to order at 6:37 pm. Chair calls for introduction. Chair announces resignation of Joseph Horvath from the board and recognizes his years of service. Chair introduces Steven Howard, MRIA rep who will be joining the board.

**Peter Merles, Executive Directors Report**

*Report distributed prior to the meeting and copies are on file in the MCBF binder.*

**Approval of May Minutes**

**Chair ask for motion to approve minutes.**

The minutes of last month's meeting did not show Councilman Bill Cole as being present on the telephone conference call.

*Steve Johnson motioned to accept minutes as amended.*

*Pamela Johnson seconded motion.*

*All in favor. Motion passed.*

**Joseph Palumbo, Governance & Nomination Committee Report**

The Governance and Nomination Committee met on May 27<sup>th</sup>. The committee discussed and accepted the resignation of Sergio Martinez, the at-large representative for Charles North. The committee reached out to Don Donahue, CNCA Chair for a nominee. Since no nominations were received from the community association; the committee nominated Liam Flynn as the Charles North representative.

Liam Flynn gives a brief introduction.

Chair presented on behalf of the committee the nomination of Liam Flynn to the board.

**Chair opened floor for discussion. Hearing none, chair calls for vote on motion.**

*All in favor. Motion passed.*

**Proposed Amendment to the By-Laws**

Old Business

Existing – Section 2.10 – Meetings: The Board of Directors shall hold at least ten (10) monthly meetings each calendar year.

Proposed – Section 2.10 – Meetings: the Board of Directors shall hold at least six (6) monthly meetings each calendar year.

Motion made by the committee to set a minimum number of board meetings per year to at least six (6) monthly meetings.

**Chair opened floor for discussion.**

Board member asked for clarification of telephone conferencing. Chair confirms that board members may participate in a meeting by means of a conference telephone or similar communication equipment per Section 2.14 of the by-laws

**Chair called for vote on motion.**

*All in favor. Motion passed.*

**Joseph Palumbo, Chairman (Executive Committee)**

Due to the new Executive Director starting on July 1, 2014, the chair cancelled Board meeting for July 2, 2014.

Chair opened floor for discussion for an August board meeting.

Board members agreed to cancel board meeting in July and not to hold a board meeting in August giving Michelle Wirzberger, incoming Executive Director, time to become acclimated in her new role at Midtown. Discussion follows. Board members agree to hold next meeting on September 3, 2014.

**Chair asked for motion to adjourn**

*All in favor. Meeting Adjourned*