

# **Minutes of the Regular (First) Meeting of the Lee Highway Alliance Board of Directors – Held at Bean Kinney Korman’s Office on January 7, 2017**

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## **Voting Directors Present (15)– alphabetical order**

Peter Bota, Ginger Brown, Mike Cantwell, Sandi Chesrown, Michele H. Cornwell, Edith Gravely, Ralph Johnson, Tom Korn, Jim Lantelme, Laura London,

Scott Matties, Richard Price, Chris Sundlof, Judith Wheat, Michelle Winters

## **Voting Directors Absent – none**

**Guests Present (3)** – Pantea Stevenson, LHA’s Attorney, BKK; Karen Vasquez, County Arlington Economic Development (AED) Staff to LHA, and

Matt Weinstein, NHCA’s Community Advisory Group representative and LHA’s recommendation to the County Board as one of the two non-voting director slots

## **Call to Order**

The meeting was called to order by Ginger Brown at 10:08 am, and she thanked BKK for inviting us to meet in their conference room. Ginger introduced PanteaStevenson.

## **(Approval of Minutes – none as first meeting**

## **Report by an Executive Officer – none as first meeting**

## **Financial Report – none as first meeting**

## **Committee Reports – none as first meeting)**

## **Summary of Orientation of LHA Board Members – Pantea Stevenson, Esq., LHA’s Attorney at Bean Kinney Korman**

- Follow the Corporate Articles – they control; bylaws establish rules of operation. Major changes to bylaws - LHA must notify the IRS.
- Non-profit status of 501 © (4) – easier approvals process, wider advocacy, donations not tax deductible
- Duty of Obedience – vote your conscience, raise objections, discuss issues, seek solutions; decisions should be made with financial and legal due diligence;
- VA law is protective of directors
- Transparency – put all forms, calendar, tax filing deadline, etc. on the web site – minutes can also be posted, but they are always distributed to the Board
- Board Minutes – focus on facts, not opinions – can include action items going forward
- Committee Minutes – approved by the committees only, not Board
- Vote – can note names or not; IRS does not require – up to Board policy
- Board meetings – Board can choose to make them open but not required by law
- Action without a meeting – need 51% by electronic signature

- Notice – very important; regular meetings – 30 days notice; can inform by email – better than mail or telephone
- Committees – Bylaws have created structure; only create an Executive Committee if Board participation is not high; otherwise hold full Board meetings
- Quorum – 8 of 15 voting Board members need to show up (5 of 8 voting = 51%)
- Direct Benefit via Financial Interest – can't vote, but can count as part of Quorum; often it is enough to disclose and abstain; sometimes disclosure is enough and a diffused benefit does not require abstention from voting (Definition of Interested Director is in the VA Code). This should be noted in the minutes.
- Compensation – Directors can not be compensated for their services, but can be reimbursed for out of pocket expenses
- Corporation dissolved – Follow IRS rules; assets should not be given to benefit a person or for profit organization
- Corporate equipment – try to use rather than personal; risk of subpoena
- Board insurance – perhaps policy of up to \$1mm

#### **Break – Introductions**

#### **Presentation by Karen Vasquez, Arlington Economic Development staff to Business Improvement Districts (BIDS) and Partnerships (LHA)**

- Noted that the County distributes \$9 mm in tax revenue to partnerships and BIDS. Karen staffs those organizations – she will attend our meetings, assist with programming and events, bring in other staff as needed, help to facilitate.
- In last year's County budget, the Clarendon Alliance received \$80,000; Columbia Pike Revitalization Organization (CPRO) received \$225,000; LHA has been approved and will soon receive \$50,000.
- The County Manager will present the new budget on February 25<sup>th</sup>; LHA has requested \$100,000. The County Board will adopt the budget in April.

#### **Announcements – Sandi Chesrown**

- The missing page on Conflict of Interest, page 2, will be brought to the next Board meeting for distribution/binders. (Jim Lantelme is making copies.)
- The Work Plan and Budget for FY 2017 and FY 2018 were submitted to the County Board at their request last fall; they will be sent to Board members for review and discussed at the next LHA Board meeting.
- Other items on the agenda for February board meeting will be the election of officers and appointments to committees.

#### **Adjournment – Ginger Brown**

There being no further business, the meeting was adjourned at 12:10 p.m.

**Sandi Chesrown, Agent, LHA (Secretary not yet elected)**