

DRAFT
MINUTES
BOARD OF DIRECTORS
Downtown Santa Monica, Inc.
Special Meeting
1351 Third Street Promenade, Second Floor
Santa Monica, CA 90401
Thursday, October 20, 2022

Board Members Present: Eric Sedman, Michele Aronson, Julia Ladd, Barry Snell, Peter Trinh, Luke Cain, Bruce Fairty, Anuj Gupta, Ericka Lesley, Leo Pustilnikov, Lucian Tudor, Lora Vrastil

Board Members Absent: Josh Gilman

DTSM Staff Present: Andrew Thomas, Rich Mongarro, Ariana Gomez, Laura Borsechnik, Jamison Hayward, Martin Ronzio-Garcia,

City Council Present: Gleam Davis

City Staff Present: Jennifer Taylor, SMPD Sgt. Sean Frasier

Others Present: Denise Barton, Becky Warren, Debbie Lee, George Caragea

Call to Order

DTSM Board Chair Eric Sedman called the meeting to order at 5:05 PM.

Roll Call

DTSM Board Chair completed roll call.

1. Report from Board Chair

DTSM Board Chair Eric Sedman welcomed the Board and public to the meeting and updated the Board on a meeting with City of Santa Monica staff to discuss the potential of supplemental security in Downtown Santa Monica.

2. Report from CEO and Staff

DTSM CEO Andrew Thomas updated the Board on the hiring of new DTSM Director of Marketing and Partnerships Ariana Gomez, the upcoming DTSM Board Retreat, and DTSM activities in November 2022.

DTSM Staff updated the Board on business openings and closings in Downtown, events and activations, holiday programming, Artist Alley, and the status of Ice at Santa Monica.

3. Committee Reports

Public Space and Placemaking Committee Chair Ericka Lesley updated the Board on the work of the Committee in addressing Promenade infrastructure and launching Artist Alley.

Business and Community Development Committee Chair Julia Ladd updated the Board about the Committee's last meeting. Committee members heard presentations from City of Santa Monica Planning and Development, Building and Safety, and Housing.

Lincoln Steering Committee DTSM Staff Representative Jamison Hayward informed the Committee that the Lincoln Steering Committee will not be meeting this month. However, plans for the beautification project are still moving forward with three final versions of the utility box wraps, street pole banners and street pole wraps expected at the November meeting.

4. Reports from City Staff, Liaisons, and Consultants

City of Santa Monica Economic Development Manager Jennifer Taylor informed the Board that Santa Monica City Council approved the DTSM FY2022/2023 Budget and Work Plan, and the license agreement with DTSM to host ICE at Santa Monica was approved. Taylor shared additional information regarding sales tax and economic development highlights in the Downtown area.

Santa Monica Police Sgt. Sean Frasier updated the Board on SMPD deployment in Downtown and crime stats in the City and Downtown. The DTSM Board requested SMPD provide statistics dating back to 2021 so a comparative review could be completed.

7. Public Input (taken out of order)

No public input was provided.

5. Consent Calendar

- A. Approval of Minutes (9/20/22 Board Meeting)
- B. Board Attendance Report
- C. Addition of DTSM Board Chair Eric Sedman and DTSM CEO Andrew Thomas as check signers
- D. Removal of former DTSM Treasurer Juan Matute as a check signer

Barry Snell made the motion, seconded by Julia Ladd to approve the Consent Calendar. All in favor.

6. Agenda Items – All items may result in Board Action

A. Downtown Santa Monica, Inc. Strategic Communications and Third Street Promenade Holiday Engagement (45 minutes)

The DSTM Board will hear a presentation from Elevate Public Affairs regarding contracted services to provide strategic communications and brand positioning for Downtown Santa Monica.

The Board heard a presentation from Elevate. At the conclusion of the presentation, the Board asked Elevate to include the community in the list of stakeholders served. The Board discussed the process in which Elevate was contracted. Board members noted that in the future they would prefer contracts of similar capital investment be presented before the Board first.

After discussion, Barry Snell made the motion, seconded by Lucian Tudor, to support continuing the agreement with Elevate through January 2023 with the understanding that the DTSM Board will evaluate services prior to continuing the agreement with Elevate. All in favor.

B. Mobile Security Camera Pilot Program

The DTSM Board will hear a recommendation from the Public Space and Placemaking Committee to extend the mobile security camera pilot program until January 31, 2023 and to redeploy the cameras to locations where they will be most effective.

DTSM Director of Operations and Public Space Rich Mongarro presented the Board with a history of the mobile camera pilot program and the recommendation of the Public Space and Placemaking Committee.

After discussion, Barry Snell made the motion, seconded by Julia Ladd to extend the mobile security camera pilot program until January 31, 2023, and to discuss with the City of Santa Monica a partnership to support a permanent camera solution in which DTSM pays for the cost of surveillance and the City buys the cameras. All in favor.

8. Board Member Comments and Announcements

There were no Board member comments and announcements.

9. Adjournment

The meeting adjourned at 7:13PM.

The undersigned certify that these minutes were approved and adopted at the DTSM, Inc. Board of Directors meeting on November 17, 2022.

DTSM Board Eric Sedman

DTSM Board Secretary Barry Snell

DRAFT
MINUTES
BOARD OF DIRECTORS
Downtown Santa Monica, Inc.
Special Meeting
Fairmont Miramar Hotel
Stateroom Bungalow
101 Wilshire Blvd.
Santa Monica, CA 90401
Tuesday, November 1, 2022

Board Members Present: Eric Sedman, Michele Aronson, Julia Ladd, Barry Snell,
Peter Trinh, Luke Cain, Bruce Fairty, Anuj Gupta, Ericka
Lesley, Leo Pustilnikov, Lora Vrastil, Joshua Gilman

Board Members Absent: Lucian Tudor

DTSM Staff Present: Andrew Thomas

Others Present: David Downey, Carol Humiston, Laurie Sasson

Call to Order

The meeting was called to order at 8:45 PM.

Roll Call

Roll call was completed.

1. Welcome and Introductions

DTSM CEO Andrew Thomas welcomed the Board and guests to the meeting.
Board members introduced themselves.

2. Agenda Items – All items may result in Board Action

A. Brown Act Presentation and Discussion

The DTSM Board will hear a presentation from on the Brown Act and participate in a discussion.

The Board heard a presentation on the Brown Act from attorney Carol Humiston.

B. DTSM Board Governance and Roles and Responsibilities

The DTSM Board will hear a presentation on non-profit governance and discuss the roles and responsibilities of the DTSM Board and Staff

Facilitator David Downey presented the Board with best practices for non-profit governance and discussed the role of the Board and the role of Staff.

The Board asked Staff to include on agendas a regular item to allow Board members to recommend future meeting agenda items.

C. DTSM Inc Strategic Planning and Priorities

The DTSM Board will discuss strategic planning and priorities for the organization.

The DTSM Board discussed the following priorities for the organization:

- DTSM/City of Santa Monica Services Agreement: the Board discussed potentially creating an Ad Hoc Committee to evaluate the Agreement and make recommendations to the Board of Directors.
- Downtown Parking Structure Experience: The Board discussed how to improve the experience in the structures by evaluating and making recommendations in the areas of management, maintenance, custodial, and revenue management.
- Public Safety: The Board discussed impacting public safety in Downtown Santa Monica through advocacy and practical measures including hiring security officers, revising DTSM ambassador services, and managing district cameras in the public right-of-way.
- Reactivating the Downtown Public Right-of-Way: The Board discussed reactivating public spaces in Downtown through events, activations, and improving the process in which businesses can open and operate in Downtown.
- Downtown Infrastructure and Management: The Board discussed addressing issues relating to infrastructure and management in the Downtown including painting street infrastructure, replacing trash cans, repairing electrical infrastructure, adding landscaping, re-launching the vending cart program, seeking to better manage the street performer experience, and other items that can be addressed internally or through a partnership with the City of Santa Monica.

3. Board Member Comments and Announcements

There were no Board member comments and announcements.

3. Public Input

Public input was provided by Laurie Sasson.

4. Adjournment

The meeting adjourned at 1:39PM.

The undersigned certify that these minutes were approved and adopted at the DTSM, Inc. Board of Directors meeting on November 17, 2022.

DTSM Board Eric Sedman

DTSM Board Secretary Barry Snell



THIRD
STREET
PROMENADE

DOWNTOWN SANTA MONICA, INC. BOARD OF DIRECTORS ATTENDANCE

07/28	08/11	9/8	9/20	10/20	11/1	11/17	12/22	1/26	2/23	3/23	4/27	5/25	6/22
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P	A
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Aronson	P	P	P	P	P	P							
Cain	P	P	P	P	P	P							
Fairty	P	P	P	P	P	P							
Gilman	P	A	A	P	A	P							
Gupta	A	P	P	P	P	P							
Ladd	P	A	P	P	P	P							
Lesley	P	A	P	P	P	P							
Pustilnikov	P	A	P	P	P	P							
Sedman	P	P	P	P	P	P							
Snell	P	A	A	P	P	P							
Trinh	P	A	P	P	P	P							
Tudor	P	P	P	P	P	A							
Vrastil	P	P	A	P	P	P							

Aronson	6	0
Cain	6	0
Fairty	6	0
Gilman	3	3
Gupta	5	1
Ladd	5	1
Lesley	5	1
Pustilnikov	5	1
Sedman	6	0
Snell	4	2
Trinh	5	1
Tudor	5	1
Vrastil	5	1

KEY
A - Absent
P - Present
C - Canceled

Draft 2022 DTSM Board Priorities

DTSM/City of Santa Monica Services Agreement: the Board discussed potentially creating an Ad Hoc Committee to evaluate the Services Agreement and make recommendations to the Board of Directors.

- Create a DTSM Services Agreement Ad Hoc Committee
- Committee evaluates Roles and Responsibilities of DTSM and the City of Santa Monica
- Committee makes recommendations to the DTSM Board of Directors
- DTSM Board engages the City of Santa Monica to negotiate revised Services Agreement

Downtown Parking Structure Experience: *Improve the experience in the parking structures by evaluating and making recommendations in the areas of management, maintenance, custodial, and revenue management.*

- Evaluate current parking structure management and recommend potential strategies to improve efficiency, effectiveness, and security
- Evaluate current maintenance and custodial strategies and recommend improvements
- Evaluate parking structure revenue and recommend strategies to increase revenue while offering predictable pricing to users. Consider strategies like employee parking, customer validated parking, valet parking program, etc.
- Advocate for capital improvements (painting walls, ceilings, handrails, completing flooring upgrades, updating revenue-management equipment)

Public Safety: *Impact public safety in Downtown Santa Monica through advocacy and practical measures.*

- Advocate for increased resource deployment (SMPD, PSOs, Homeless Outreach Services, Code Enforcement, County resources, etc)
- Compile data and metrics to inform policy recommendations
- Assess DTSM services (ambassadors, private security, 24/7 Command Center, camera monitoring)
- Assume access to public right-of-way cameras on the Promenade and in alleys

Reactivating the Downtown Public Right-of-Way: *Reactivate public spaces in Downtown through events, activations, and improving the process in which businesses can open and operate in Downtown.*

- Brand activations and filmings
- Signature events
- Localized Events
- Alley upgrades
- Art and Artisan programming
- Upgraded holiday decor

- Business assistance and advocacy
- Advocacy on City and State policy
- Advocacy for vibrant destination uses in Downtown

Downtown Infrastructure and Management: *Address issues relating to infrastructure and management in the Downtown*

- Paint street infrastructure (Promenade light poles, Promenade dinosaur railing, etc)
- Replace Promenade trash cans
- Repair damaged/non-functioning electrical infrastructure and lighting
- Remove damaged newsracks
- Upgrade Promenade landscaping
- Re-launch Promenade Vending Cart Program
- Curate a Downtown entertainment program (street performers)
- Maximize City partnerships to improve public infrastructure



THIRD
STREET
PROMENADE

November 2022 Report from the CEO/Staff

Organizational Management

DTSM's new Administrative Office Manager, Victor Greenwood, joined the team on November 14, 2022. Victor is a former Staff Assistant with the City of Santa Monica and is an experienced administrator.

DTSM is actively interviewing for the positions of Public Space Manager and Community Engagement Manager.

Experience Management Plan

DTSM has joined other Santa Monica stakeholders to work to elevate the Santa Monica experience for residents, visitors and the community. This effort is called the Experience Management Plan (EMP). The EMP joins newly-formed committees with local expertise to take and/or recommend action in the areas of governance, livability, clean and safe, cultural happenings, and promoting diversity in retail, dining and evening experiences. Santa Monica Travel and Tourism is leading the EMP effort.

Elevate Public Affairs

Elevate has coordinated meetings for DTSM with local news outlets, produced the first bi-monthly newsletter, and set up a schedule for future newsletters through February. Elevate has produced "DTSM 101," a fact sheet aimed to provide an overview of DTSM's role in the community plus it includes key contact information. Elevate is also assisting in the creation of OpEd highlighting DTSM's response to priorities in Downtown, and recommended event concepts to generate media coverage.

Santa Monica Chamber of Commerce/Downtown Santa Monica, Inc Holiday Gathering

DTSM and the Santa Monica Chamber of Commerce will hold a holiday event for Board, Staff, and stakeholders. The event will be held at 1212 Santa Monica on Tuesday, December 13, 2022 from 5:30PM - 7:30PM.

Economic Development

Economic Development Report Highlights

DTSM has seen some exciting moves over the last month with a number of unique businesses coming to the Downtown area. Karen Lord Pilates Movement, a pilates studio which offers transformative classes that will develop long lean muscle tone, build core strength and completely change your body, is now open at 1427 7th Street #102. The Little Japan, a retail pop up store selling anime clothing and tote bags, is now open at 212 Santa Monica Blvd. Mixt, a fast casual salad chain restaurant with

locations throughout California, will be opening later this month at 401 Santa Monica Blvd. Additionally, Bar Monette, a neapolitan pizza and tapas restaurant, will be taking over the space at 109 Santa Monica Blvd.

Unfortunately, SameDay Health, a diagnostic testing and welfare service clinic, has closed at 1335 Third Street Promenade.

Marketing, Communication and Events

Public Perception & Brand Reach

Downtown Santa Monica garnered a combined 993,392,770 earned and organic media impressions in October, totaling an estimated value of \$2,288,778.20. In the first two weeks of November we saw a combined 491,918,776 media impressions with an estimated value of \$166,143.55.

Coverage included the return of the Ice rink in the Santa Monica Mirror, Santa Monica Daily Press, Time Out LA, KOST-FM Online, KABC-TV Online, We Like L.A., La Opinión Online, Patch and MOMS LA.

Thrillist, MSN Travel, LA Weekly Online, KCET-TV Online, 104.3 MYFM, Patch, La Opinión, We Like L.A., Santa Monica Mirror, LA Daily News, LA Parent and Timeout LA also highlighted the Día de los Muertos public art installation on Third Street Promenade (10/28-11/2).

Press coverage continues to be overwhelmingly positive and/or neutral.

Winterlit 2022 - Holiday Programming

Downtown Santa Monica is decked out in its holiday best. Our signature holiday lights are visible on Second and Fourth Streets and Third Street Promenade. To capitalize on the Promenade's popularity for holiday photos, the lights were programmed with social media in mind to create a festive backdrop for Instagram selfies and TikTok videos.

We officially kicked off the holiday season with the Ice at Santa Monica Grand Opening on Wednesday, November 16th. The Ice season runs through January 16th.

The month of December is packed with holiday happenings every week.

Nov. 28 and 29 - Community Kid Group Skate Parties

Dec. 1 - Tree Lighting Ceremony

Dec. 5 - DTSM Thank You Skate Party

Dec. 8 - DTSM CEO Meet and Greet @ Ice

Dec. 13 - SM Chamber and DTSM Mixer

Dec. 10 - Conscious Holiday Market

Dec. 18 - 25 - Menorah Lightings

Staff is exploring additional events to add to the holiday calendar including themed nights at Ice and live entertainment on the Promenade.

Brand & Community Activations on Third Street Promenade

11/19-11/21 World Hello Day

12/2 - LAUSD Employee Recruitment

12/24 - Chabad Hanukkah Event

Planning and Placemaking

Third Street Promenade Pedestrian Counts

The pedestrian recovery that we saw earlier this year has slowed down significantly. October saw a 1.3% decrease in foot traffic compared to the month of September, registering 1.51 million pedestrian impressions. Compared to 2019 numbers, October 2022 saw 27% fewer pedestrian impressions.

Promenade Improvements

Staff is working on Promenade Improvements to beautify the street and address longstanding painting, trash and greenery issues. We are currently taking bids for painting proposals for the poles, working with SMC to provide art to cover and wrap utility boxes and working with the City to see if hanging planters can be put on the light poles.

Public Space Management and Operations

Lot 27 Infrastructure Improvement Update

After a two year period, all electrical equipment and infrastructure at Lot 27 have been installed and activated. This activation will allow Ice in Santa Monica to operate off of a safe, enhanced and updated platform. DTSM will be overseeing use of this equipment and will have sole access to the equipment at this time.

Activation of Ocean and Colorado Corner

License agreement with the City of Santa Monica and DTSM has been prepared and sent for review by both parties. This will allow DTSM and the City to move forward with RFP preparations for vendors and further activation at the site. DTSM staff is also meeting with City Parks Dept to review infrastructure improvements to the site including bench rails to prevent lying down on the bench area, as well as additional overhead lighting and

New Trash Bin Room on 1300 Block

The new bin room on the former site of PS3 has been opened and all businesses along the 1300 block of the 3rd St. Promenade and 1300 block of 4th St were contacted by the ambassadors and provided instructions on how to get keys for the bin room from the City.

Promenade Light Project and other City Infrastructure Programs

DTSM conducted a light audit of all street lights, overhead lights and tree lighting on 2nd St., 3rd St. Promenade, and 4th St. DTSM is working with City of Santa Monica electricians on repairing and replacing all lighting on these streets as soon as possible. DTSM is also working with our light vendor PES to make sure that all lighting installed by PES is also repaired or replaced in a timely manner. Due to staffing issues as well as major copper wire theft from light poles throughout the City, the work needed on the Promenade is taking longer than expected. Most of the damaged lights on the 1200 block of the Promenade have been replaced and are working.

DTSM met with the City of Santa Monica Public Works on October 26th to discuss removing the older up-lights in the trees on 2nd and 4th St. The City is willing to look at allowing the up-lights to be replaced but would want DTSM to be responsible for any maintenance and/or repairs to City electrical structure. Due to the unknown costs associated with the maintenance on this aging infrastructure, DTSM will not be looking at replacing the lights at this time.

DTSM is working with the City regarding the reporting and removal of broken and abandoned newsracks throughout the Downtown area. DTSM and the ambassadors will be logging and photographing the abandoned newsracks and submitting them to the City for follow-up and red-tagging where necessary. This will allow the City to remove those newsracks once they attempt to contact the responsible parties.

DTSM, Inc. Upcoming Important Meeting Dates

Lincoln Steering Committee
TBD

Public Space & Placemaking
Thursday, December 1, 9:00am

Business & Community Development Committee
Tuesday, December 20, 3:30pm

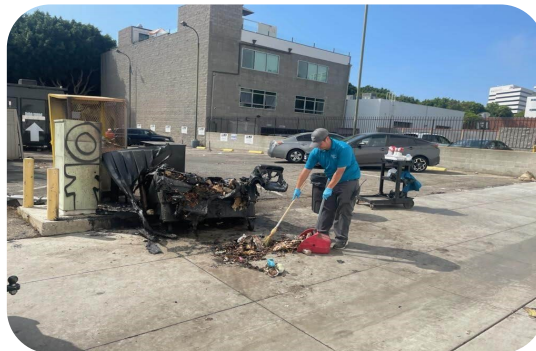
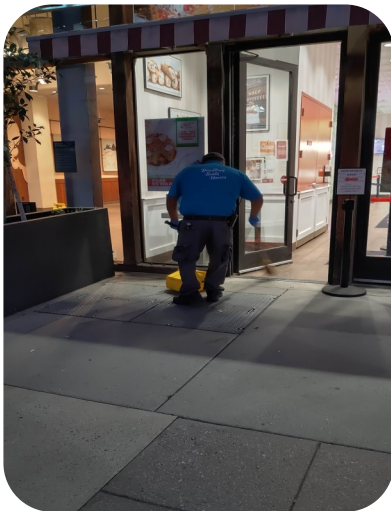
Board Meeting
TBD



THIRD
STREET
PROMENADE

Operations Report

October 2022



Staff Highlights-Management Team

Brandyn Cooper- Hospitality Ambassador



"To Whom It May Concern

Just wanted to take a quick moment to recognize one of your ambassadors-**Brandyn**. I needed assistance with locating a directory of stores and he was both, professional and helpful. He helped make my visit to the Promenade yesterday (10/18) more pleasant. I hope he will be recognized for his efforts. Thank you!"

**Jessica Blackmer,
Santa Monica Visitor**

Aaron Ussery - Safety Ambassador



Joan from Jem financial called to thank L81 (**Tremaine**) and L76 (**Aaron**) for having an individual relocate from the front steps of the building. Joan also added that she probably did not seem thankful enough, and that although she was having a rough morning the two safety ambassadors were very professional and courteous to her.

**Joan,
Jem Financials
(feedback by phone)**

Dennis Carson - Cleaning Ambassador



Doretha from Chase bank called to recognize **Dennis** cleaning behind and around the bank.

Alex from Chase bank called to advise that **Dennis** did a fantastic job cleaning hazardous waste and debris on numerous occasions and wanted to recognize a job well done.

**Alex & Doretha,
Chase Bank Employees
(feedback by phone)**

Special Projects & Highlights

9/7 - Ocean/Colorado DTSM Trailer

Transported and installed the DTSM trailer on the corner of Ocean and Colorado. Trailer will be used as an information hub and advertisement for downtown businesses, Clean and Safe services and Downtown Santa Monica Inc. special events.



9/20, 9/21 PS4 & PS5 Restrooms Project

- Replaced missing soap dispensers and broken toilet paper dispensers.
- Removed gunk, dried paint and dried silicone from the sinks, bathroom walls and floor.
- Deep cleaned and sanitized the bathroom walls, urinals, stall dividers, hand dryers, mirrors, toilet bowls and faucets/handles on the sinks and urinals.



10/28—11/02 Dias De Los Muertos

- Received and stored the 9 Catrinas (Day of the dead caricatures)
- Deployed Catrinas, flower pots signs and sand bags on the Promenade for display every morning and stored all items at night.
- Altered Safety deployment in the evening and included periodical checks on the Catrinas to ensure no vandalism occurred.



10/28 - Joint Outreach Event

- Our outreach team walked the district with People Concern representatives and identified most suited individuals that may be qualifying for services, thus, possibly getting off the streets into temporary or permanent housing.



Overall Cleaning Highlights

District

Task	Zone 1	Zone 2	Zone 3	Zone L	Zone O
Bills/Stickers Removed	87*	150	44*	10	17*
Graffiti - Removed	36	250	62	21	34
Biohazard Waste	189	620	231	104	27

Parks

Task	Palisades Park	Reed Park	Tongva Park
Bills/Stickers Removed	25*	15	19
Graffiti - Removed	25*	9	6
Biohazard Waste	10	15	11

Accomplishments

- Overall, we have noticed an **increase in bills and stickers** removed compared to the month of **September**; however, with a majority of the activity in **zone 1** and **zone 3**, while **zone 2** had less bills and stickers in the month of **October**, compared to previous month.
- We noticed only a **slight decrease in zone 1**, with the largest difference in **zones 2 & 3** by **31 %** and **69% respectively**, compared to the **month of September**.
- The number of **graffiti tags in Zone 2** was **250** compared to **207** for the previous month. Overall, we have **removed more graffiti in October** compared to the month of **September** with noticeable increases in **Zone 3**, **from 30 in September to 62 in October** and **Lincoln Blvd. from 13 to 21**. Overall, we have removed **18% more graffiti** in the downtown area in **October**, compared to **September** of this year.
- Biohazard waste collected in Downtown increased to 1,180 in October**, up from **1,106 in September**, while for the **Parks, decreased from 129 to 36 instances**, same month comparison. The majority of **waste collection** in the **Park** are being addressed in the morning, as a result of the **night activity**. The trend **indicates a migration of the unhoused population** at night from the **Parks** to the **Downtown** area, which is mainly due to the **weather change**.

Maintenance Type	October count	September count	August count	July count	June count	May count	April count	March count
Graffiti Removed	409	345	586	759	552	581	691	683
Biohazard Waste	1180	1106	1468	1961	2080	2613	2605	2629
Pressure Wash Request	71	52	44	73	36	159	201	172



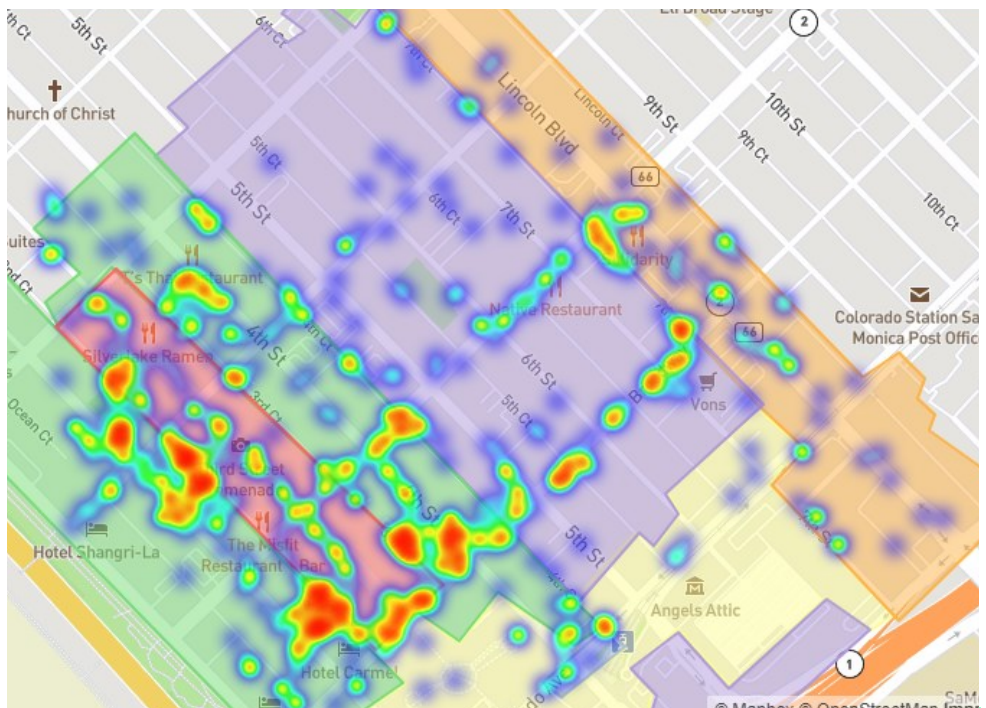
Cleaning Map Stats Quick View

Quick View

October 1st, 2022 - October
31st, 2022



449 Graffiti Removed



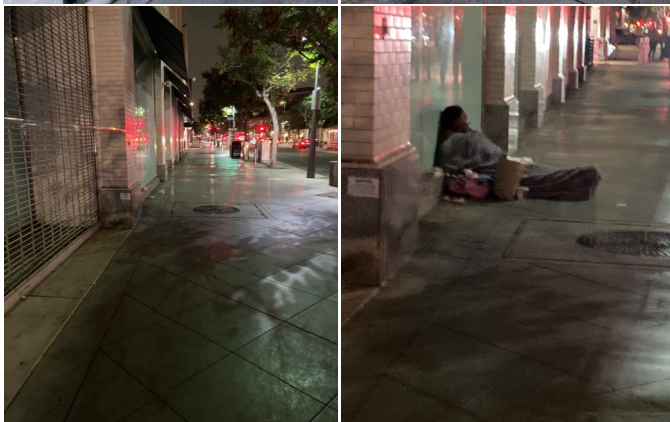
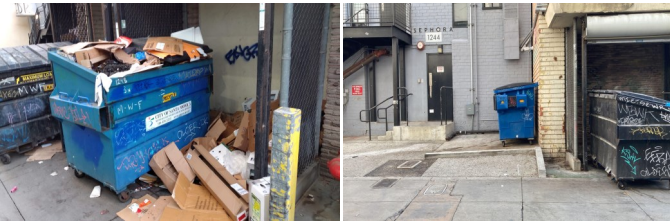
1,216 Biohazard Waste Clean Ups

Cleaning Highlights

Before & After



Before & After



Hospitality Overview

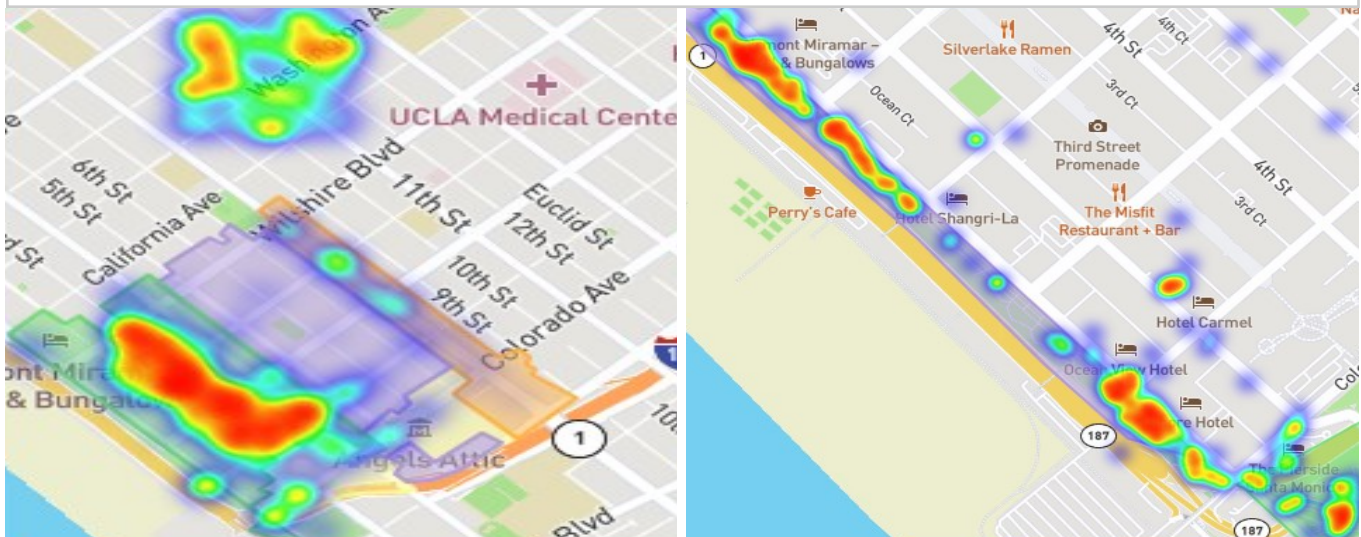
Downtown

Task	Zone 1	Zone 2	Zone 3	Zone L	Zone O
Pedestrian Assistance	3464*	1988	45	78	371*
Business Referral	461	301	17	2	43
Restroom Referral	595	644	6	13	44

Parks

Task	Palisades Park	Reed Park	Tongva Park
Graffiti - Removed (Hospitality Ambassadors)	25	9	6
Biohazard Waste (removed)	10	15	11
Pedestrian Assistance	3089	907	1135

The number of **pedestrian assists** at **Palisades** in **October** increased by **97 %** compared to September. Subsequently, the number of waste removed from Palisades **decreased** by **89%** compared to the previous month. Both stats show a **great benefit** of having **Ambassadors** at Palisades Park **interacting with people** and **acting as a deterrent** for unwanted activity.



11,079 Pedestrian Assisted (parks included)

Previous Month Comparison (downtown)

Task	October '22	September '22	Variance	% Change
Street Resident Interaction	2125	2315	-190	-8.21
Business Referral	825	874	-49	-5.61
Hospitality Escort	52	110	-58	-52.73
Pedestrian Assist	5948	6543	-595	-9.09



Outreach Highlights

Task	Downtown		
	October - 22	September - 22	August - 22
Social Service Referral	10	11	23
Street Resident Interaction	2125	2315	3362
Task	Parks		
	October - 22	September - 22	August - 22
Social Service Referral	42	42	34
Street Resident Interaction	1759	1683	2080

Quick View

Challenges & Accomplishments

October 1st, 2022 - October 31st, 2022



Downtown & Parks: 3,884 Homeless Interactions

- Our number of interactions in October were consistent with numbers in the month of **September**.
- A youth, who was **new to Santa Monica** was visiting the area and stayed in a hostel, incurred **financial difficulties**, and found himself **on the streets**. Our **Outreach** team met the individual and **connected him** with **Safe Place for Youth (SPY)**. As a result, the individual was **placed in temporary housing** and continued to have access to SPY services.
- A woman **visiting from Florida**, who was here to see extended family, **experienced financial hardship** and ended up on the **streets for months**. Through our **Outreach** teams' hard work and **persistence**, we managed to **connect** the female individual with **West Coast Care** who provided the individual with assistance **returning home** where **housing** and a **job** awaits her.
- In the month of **October**, we have noticed a **spike in homeless presence** at the intersection of **Ocean & Colorado**. Our Safety and Outreach Teams have been focusing on the area, **building rapport** with the persons experiencing homelessness and connecting people with the services they may require.
- On **October 28th**, our Outreach team conducted a **joint walk** with representatives from **People Concern**, **cross-checking information** and **assessing** who may be the individuals who can be **immediately assisted** and **connected with service** with the ultimate goal of **individuals accepting services**.

Safety Highlights

Incident Summary

Department	Total
Ambassador	144
Parks	20
Quality of Life	11
Safety Team	603
Total	778

Quick View-Safety

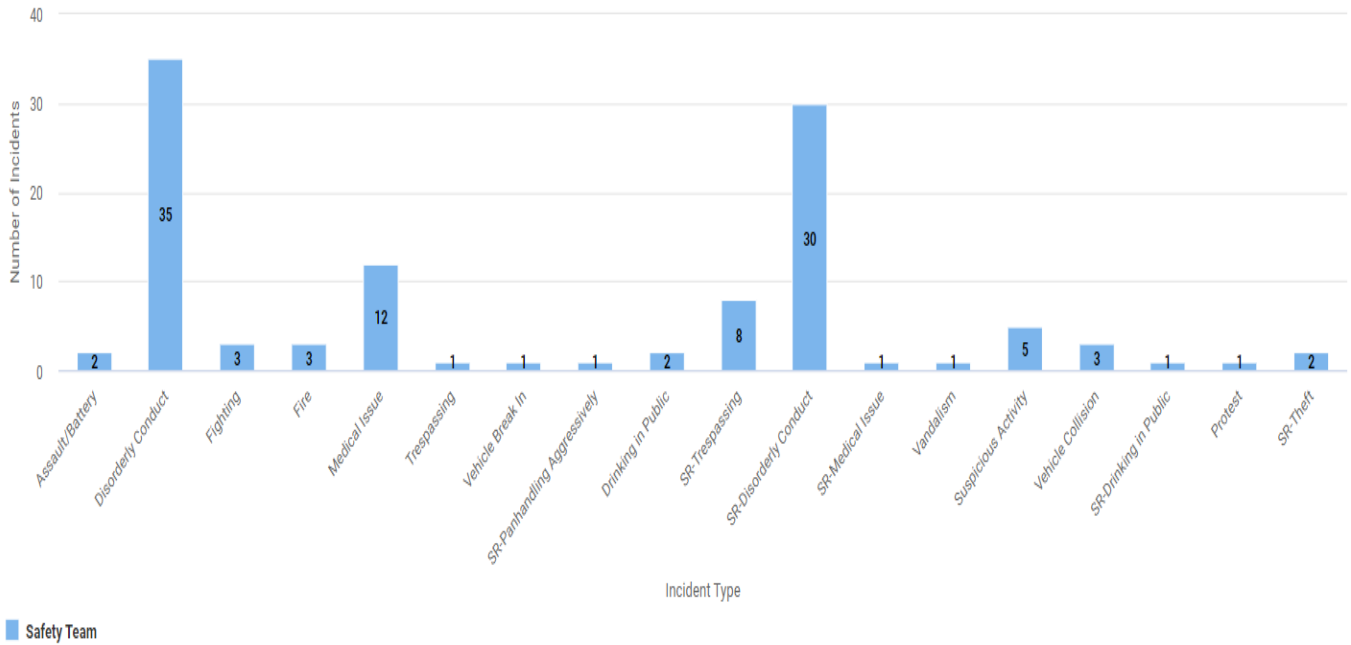
October 1st, 2022 - October 31st, 2022

- We saw a slight increase in calls for service, totaling **603** in **October** compared to **600** in the month of **September**. The amount of overall **incidents** responded to, **decreased** by **5% in October**, compared to the month of **September**, due to **less incidents related to parks**. Although our **Safety Ambassadors do not patrol the parks**, our **Team Leaders will deploy in the parks** when a **critical situation** requires supervisory presence, for **observation and reporting purposes**. These **park incidents** will be **counted** under overall **Safety Incidents**.
- Dispatch and Safety Ambassadors requested **assistance from SMPD on 59 occasions** in the month of **October**, which represents a **31 % increase compared** to the month of **September**. **Month over month**, this represents another **increase** in instances when **PD assistance was needed**, as the **previous month** seen an **increase of 33 % compared** to the month of **August**.
- We have observed a **substantial** upward trend in incidents occurring on **Saturdays**, from **98** in the month of **September** to **129**, in the month of **October**, a **32 % increase**.
- **Most incidents continue to** occur in the morning **between 8:00 am - 12:00 pm** with a total of **159 incidents** for this specific time frame, a **slight decrease** from the **previous month number at 178**; however, there was an **increase in incidents** occurring between the hours of **6:00 am and 8:00 am**, from **99 in September** to **116 in October**.

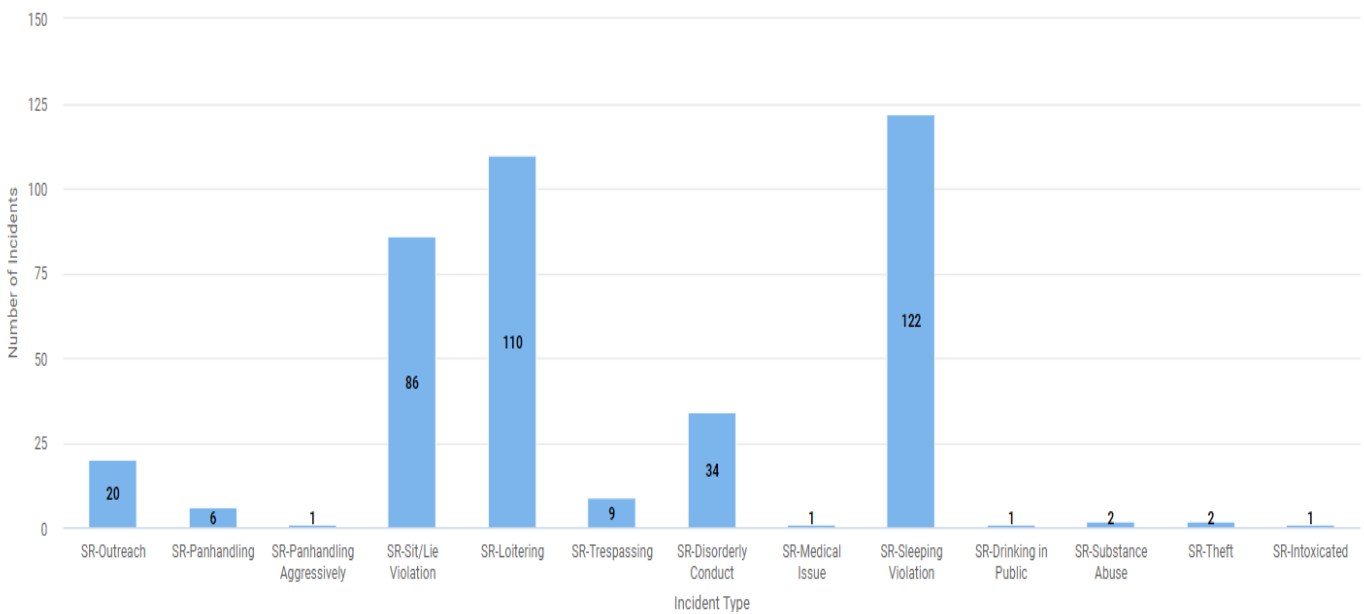


Safety Data

Priority Incidents

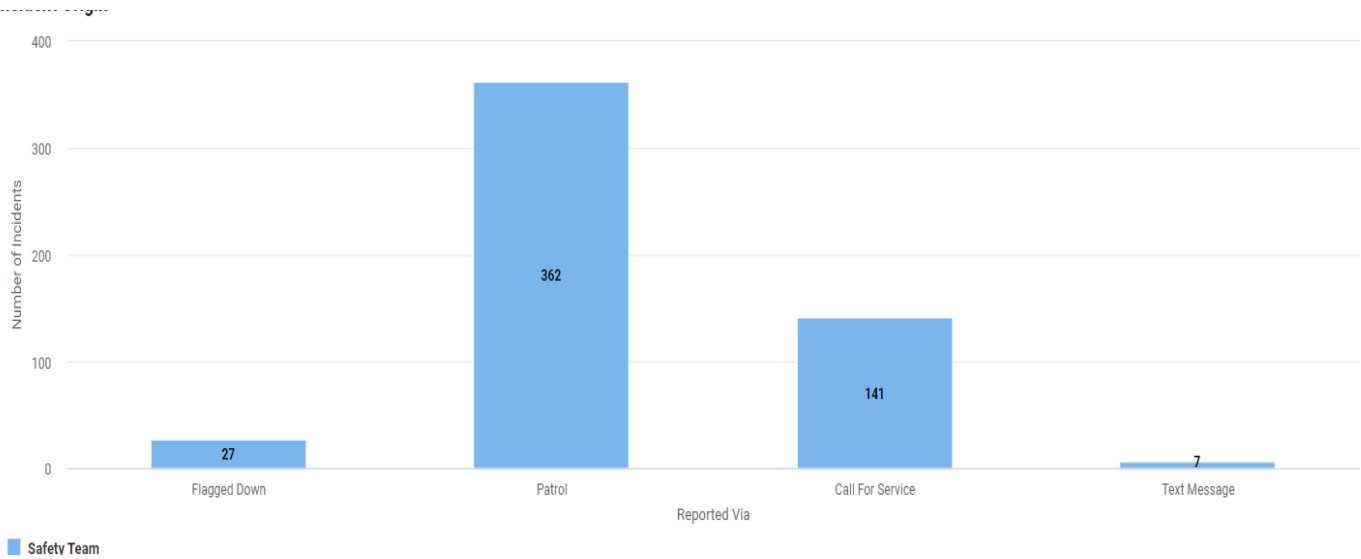


Unhoused Related Incidents

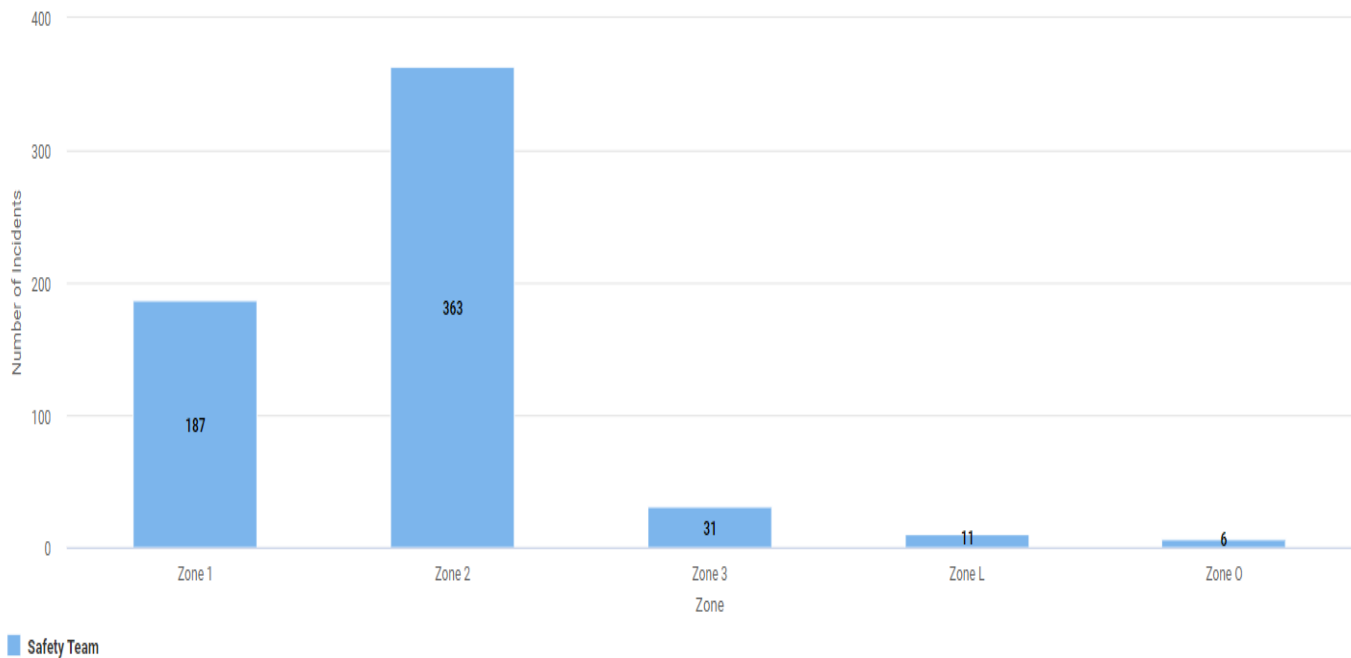


Safety Data

Incident Origin

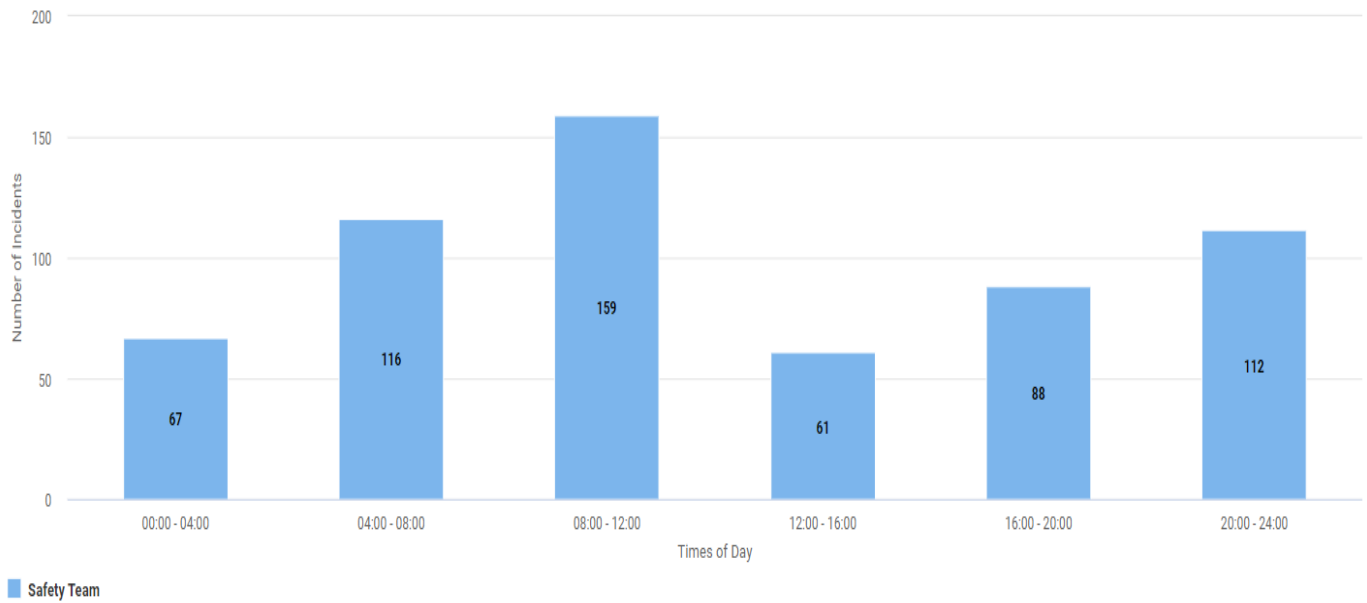


Location

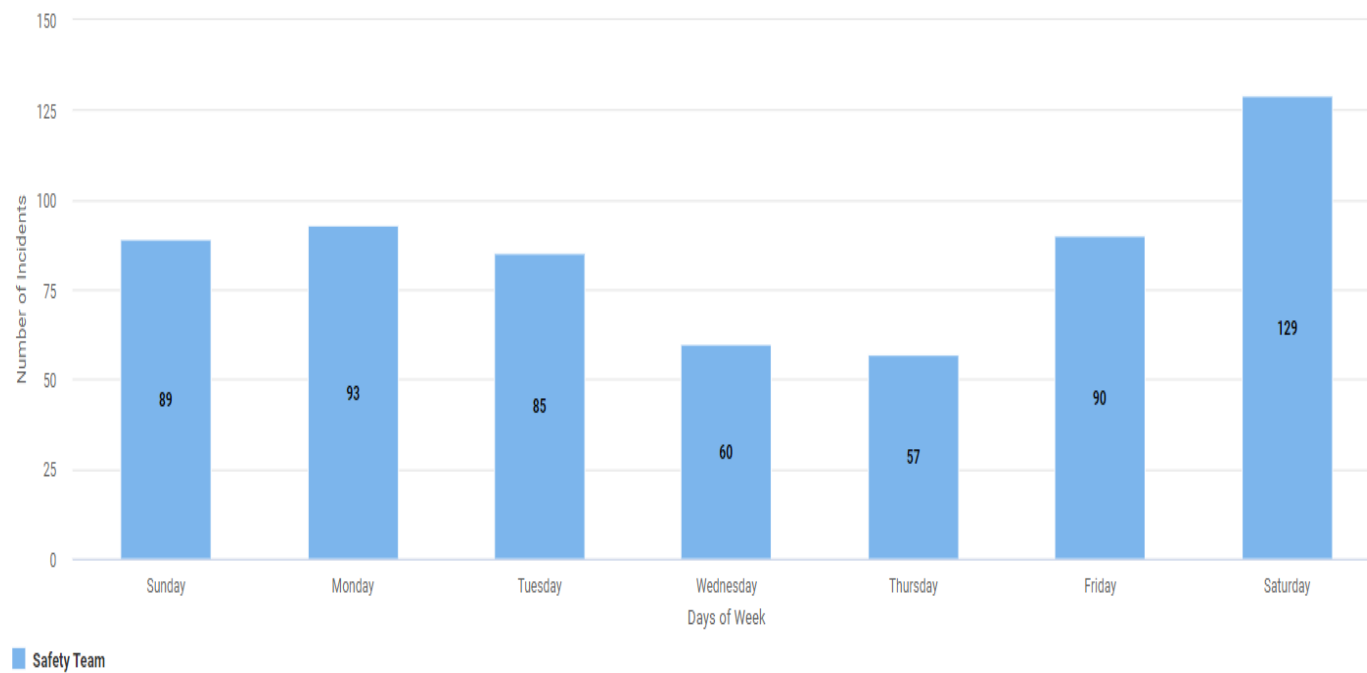


Safety Data

Time of Day



Day of Week





THIRD
STREET
PROMENADE

Draft

MINUTES

DOWNTOWN SANTA MONICA, INC.

Public Space and Placemaking Committee

Regular Meeting

Thursday, November 3, 2022

9:00 AM

DTSM, Inc. Office

1351 Third Street Promenade, Suite 201

Santa Monica, Calif.

90401

Committee Members Present: Luke Cain, Ericka Lesley, Peter Trinh, Lora Vrastil

Committee Members Absent: Joshua Gilman, Lucian Tudor

DTSM Staff Present: Andrew Thomas, Rich Mongarro, Jamison Hayward, Martin Ronzio-Garcia

Guests Present: Walter Meyer, Richard Tahvildaran-Jesswein

Others Present: John Alle, Barbara Tenzer

Call to Order

The meeting was called to order at 9:07 AM

Roll Call

Roll call completed

1. Approval of Minutes (10/06/22)

No motion to approve the minutes was made.

2. Staff Update

There was no staff update.

3. Action Items

B. Artists Alley Presentation (taken out of order)

Walter Meyer, Professor of Art History at SMC, made a presentation on a proposed collaboration effort between DTSM, Inc., SMMUSD and SMC to paint murals in the alleyways adjacent to the Third Street Promenade under the oversight of Matika Wilbur, SMC's artist-in-residence for the 2022-23 academic year.

The committee discussed a preliminary timeline to complete the murals, costs, logistics and content for the artwork. After discussion, the committee directed DTSM staff to work with Walter Meyer and Richard Tahvildaran-Jesswein to return with a formal proposal for the PSP committee to review.

C. DTSM Arts Committee (taken out of order)

The Committee discussed creating an Arts Committee to advocate for a vibrant and thriving culture of art in Downtown Santa Monica. The Committee would include DTSM Board members and members of the Santa Monica arts community.

Peter Trinh made the motion to create an Arts committee with the purpose of creating community through the arts. Lora Vrastil seconded the motion.

A. Promenade Infrastructure Improvements (taken out of order)

DTSM Policy and Placemaking Manager, Jamison Hayward, made a presentation on Promenade capital improvements. These improvements included: painting Promenade light poles and railings around dinosaur topiaries, new utility box wraps, removal and replacement of existing trash cans, removal of damaged newspaper stands, and exploring funding options for new landscaping and hanging planters. Funding is available to paint Promenade light poles and railings around the dinosaur topiaries, and to wrap Promenade utility boxes. The Committee directed Staff to seek painting expertise, consider a variety of vendors, and then complete the painting projects. The Committee also directed Staff to return to the Committee with options to wrap the utility boxes.

The Committee discussed the color in which to paint the light poles and railings.

Peter Trinh made the motion to recommend to the full Board that the light poles be painted black. Lora Vrastil seconded the motion.

4. Public Input

John Alle and Barbara Tenzer provided public input.

Adjournment

The meeting adjourned at 10:51AM.

DTSM Arts Committee Proposal

* **Mission:** To represent Santa Monica stakeholders in advocating for a vibrant and thriving culture of art in Downtown Santa Monica, and to direct public and private resources to fulfill this goal.

* **DTSM Membership:** minimum of 4 DTSM Board members

* **Non-DTSM Membership:** representation from approximately 4 representatives from Santa Monica institutions and entities with an emphasis on the arts (Santa Monica College, SaMo, Westside Ballet, 18th Street Art Center, etc)

* **City Representation:** City of Santa Monica Cultural Affairs

* **Meetings:** The Committee will meet every other month or more frequently as needed



THIRD STREET PROMENADE

CAPITAL IMPROVEMENTS

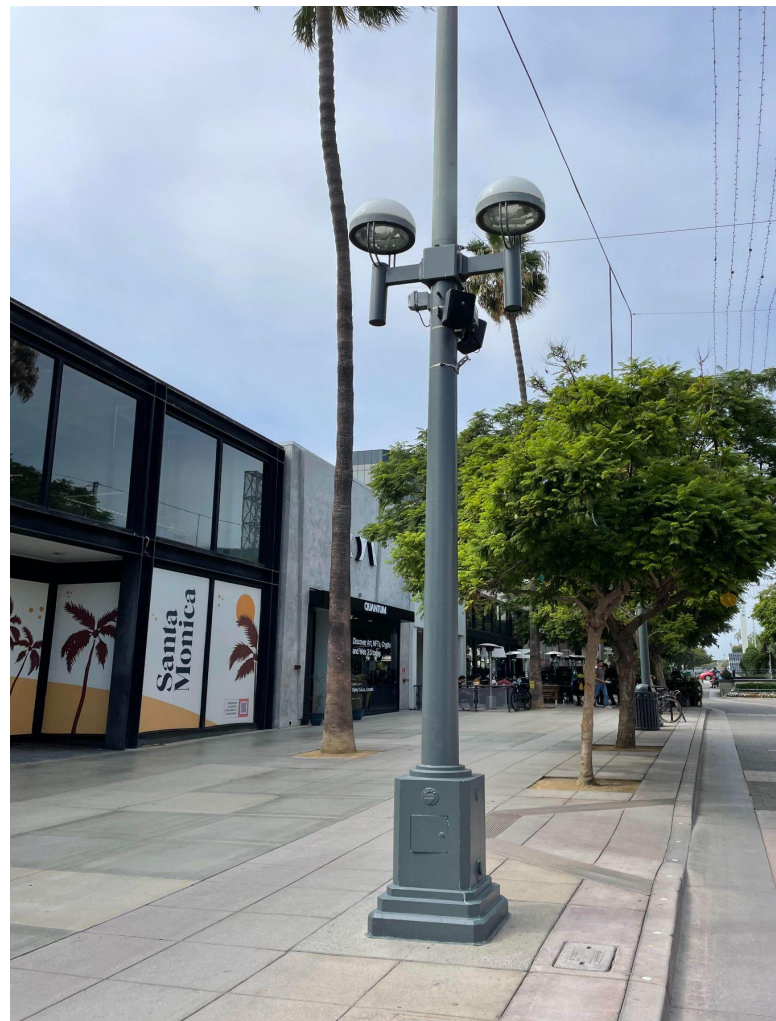
Third Street Promenade



The Third Street Promenade



Capital Improvement- Light Poles



South View- Before



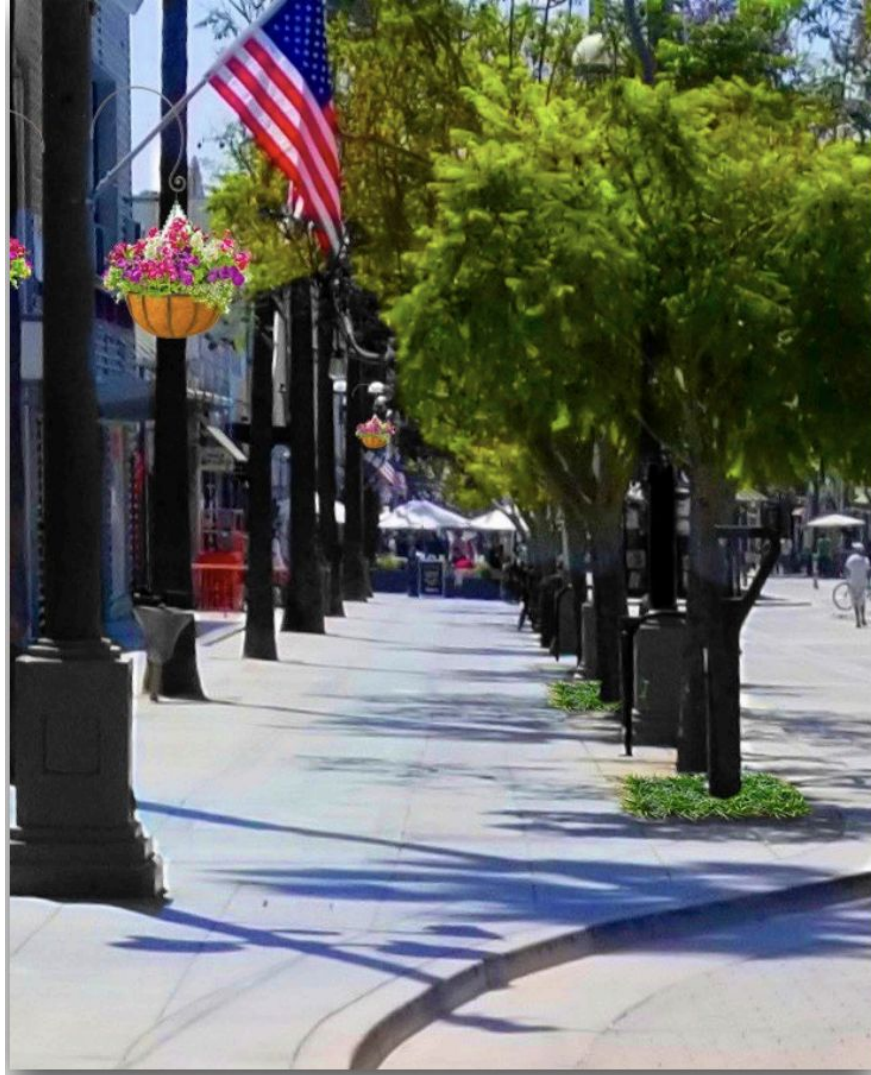
South View- After



Hanging Planters



Hanging Planters



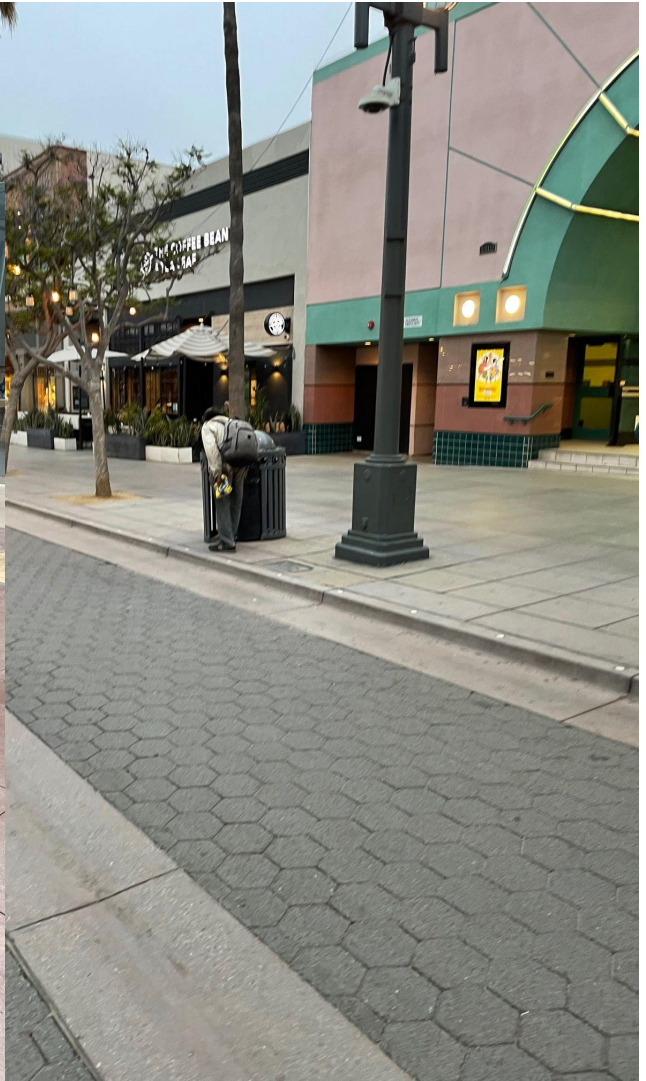
Hanging Planters



Hanging Planters



Trash Cans



Trash Cans



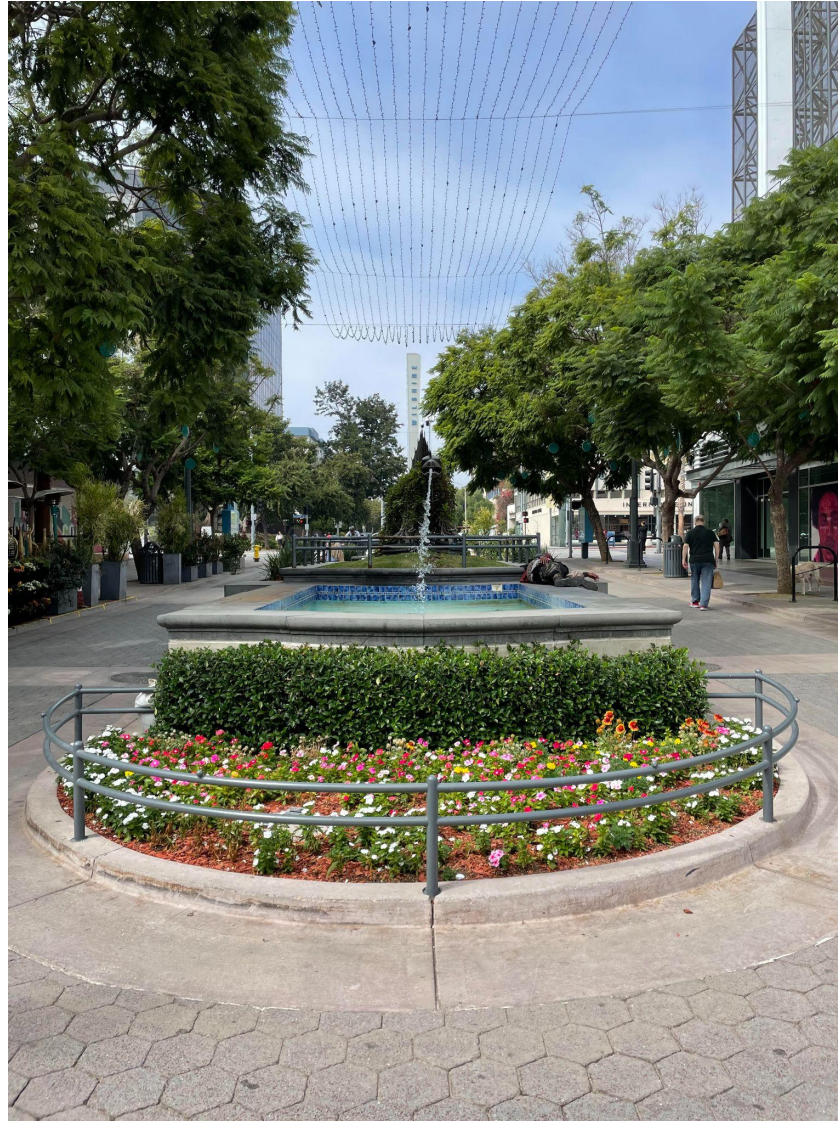
Utility Boxes



Utility Boxes- Wrapped



Railings



Newspaper Racks



Other Landscaping



Budget

1. Capital Improvements Estimates

Type	Action	# of Units	Price per Unit	Total Cost
Light Poles	Painting	67	\$328	\$21,965
Dinosaur Railings	Painting	3	\$2,328	\$6,985
Hanging Planters	Planting & Maintaining	67	\$205	\$13,735
Utility Boxes	Designing & Wrapping	5	\$300	\$1,500
Trash Can Replacement	Replacing with Big Belly	12-15	\$7,000	\$84,000-105,000
Big Belly Wrapped	Wrapping	36	\$600	\$21,600



Capital Improvement Program Phases

PART 1: Planning Phase

Request Proposals
Public Space & Placemaking Presentation/Discussion
Finalize Proposals and Project Financing
Engage City for Project Clearance
DTSM, Inc. Board of Directors Presentation
Board Approval

PART 2: Implementation

Prepare Final Concept Package
Receive City Approval
Implement Capital Improvements

THIRD STREET PROMENADE

CAPITAL IMPROVEMENTS

Jamison Hayward
Policy & Placemaking Manager

Martin Ronzio Garcia
Business & Community Development Manager

Rich Mongaro
Director of Operations

PHONE: (310) 393-8355
WEB: www.DowntownSM.com
FB: Downtown Santa Monica

SMC & SMMUSD Transforming DTSM

2022-2023



SMC Students Spring 2022 Did the underpainting and
street Artist Risk worked with students on the over
painting BRAVE

Q. How do you make Third Street Promenade a Destination Again?



Community

What Can We Do, You Ask?

- Innovate + Attract by engaging with your community.
- Investing in your communities families, youth and education
- Increase tourism by creating a space that the world is talking about



SMC Alumni Andrew Hem mural on main campus

Who is SMC?

- We are the belly of the community in Santa Monica. With over 24,000 Students from all over the world, our institution is the root of community engagement and cultural events in the city of Santa Monica and beyond. With our roots in Santa Monica/Malibu school districts, thousands of international students, the art world, Broad Stage and more we are a cultural hub for the West side of Los Angeles.



Who is Santa Monica/Malibu Unified School District

- An incredible community of over 9,000 talented students with engaged and committed parents and extended family representing one of the most diverse coastal communities. An ideal demographic that reflects the global community DTSM serves.



3rd Street Promenade

Let's be real

- While 3rd Street captures the fleeting tourist, it is often overlooked by locals as a space to engage/invest due to the lack of investment engagement.
- Santa Monica has over 90k residents. How do we get them to invest in 3rd street? We include their community, a space they see themselves in.

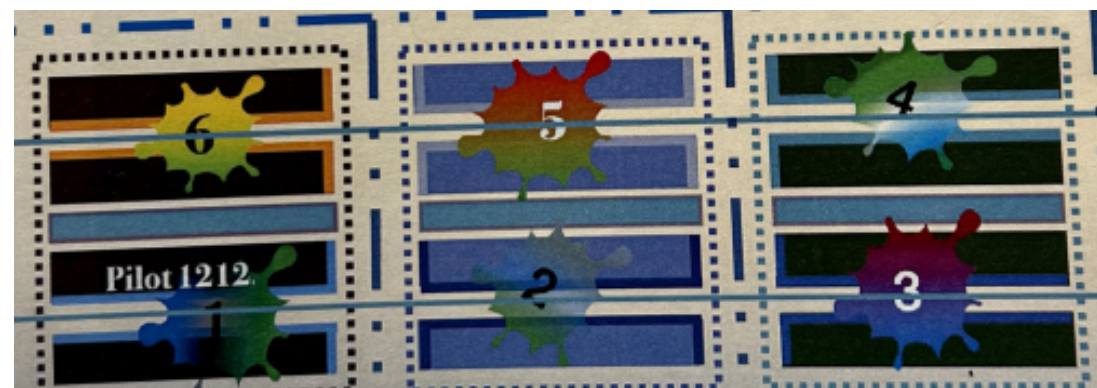


How it will work

SMC with SMUSD will roll out community engagement to their constituents and the city at large



Santa Monica College
Phase 1 will include a Matika Wilbur Mural, SMC
and SMMUSD student murals + faculty murals



IMPLEMENTATION

- SMC will integrate the DTSM project into its already robust community engagement with its Matika Wilbur Artist residency. SMC is already outreaching across Santa Monica and Malibu and the greater Los Angeles Community and can broadcast the Mural Project.
- Team Leaders will survey Phase 1 buildings to identify walls and prioritize them for murals.
- Key anchor building identified for Matika Wilbur-mural. SMC will coordinate with Matika and identify key partners and community members to implement her Vision- Matika will be the capstone in February.
- SMC will offer Curriculum for dual and concurrent enrollment for end of Fall, Winter and Spring terms to formally engage SMC and SMMUSD students
- Coordinate interested faculty from SMC and SMMUSD to lead and plan.
- Connect with local, national and international arts and arts education partners to promote and magnify
- Complete Phase 1 by end of SMC Winter term Feb 15th

Matika Wilbur Mural: In—>digenous land Mural

The *in → digenous land* project aims to reveal the indigenous history of North America through photographic exploration and traditional storytelling by creating several large-scale photo installations on public spaces.

By connecting with Matika Wilbur and the Project 562 Creative Team, DTSM will instantly have an international audience, while also participating in a national effort of raising and promoting dialogue, build community capacity, and encourage active engagement with “indigenous intelligence” through art and social practice.



Tulalip Tribes. She is the founder and photographer of Project 562, a documentary project dedicated to changing the way we see Native America.

She cohosts the popular Native issues podcast [All My Relations](#) with Dr. Adrienne Keene, which has 200K+ downloads per episode.

Project 562 is Matika's fourth major creative project elevating Native American identity and culture. Her work has been featured at the Seattle Art Museum, the Royal British Columbia Museum of Fine Arts, Burke Museum of Natural History and Culture, & the Tacoma Art Museum

Matika has offered more than three hundred keynote speeches at institutions such as Harvard University, Dartmouth College, Yale University, University of California–Berkeley, Twitter, Google, and the National Education Association, and she also has delivered several TED Talks.

She is a National Geographic Explorer and recipient of the distinguished Leica Photo



THE FORMULA FOR EFFECTIVE GOVERNANCE BOILS DOWN TO SIX ESSENTIAL INGREDIENTS

Good governance should be celebrated. It represents a significant achievement, one to recognize and reward. The gratification of contributing to a productive board that enables an organization to advance its mission is reward in itself, but those responsible for making it happen deserve a medal.



WHAT DOES BOARD SERVICE ENTAIL?

How the three main roles of the board relate to the 10 basic responsibilities of nonprofit board members:



Sources: [Board Fundamentals](#), [Ten Basic Responsibilities of Nonprofit Boards](#), [Leading with Intent](#), [Legal Responsibilities of Nonprofit Boards](#)

The three legal duties of a nonprofit board member:

Care

Pay attention to the organization's activities and operations

Loyalty

Put the interests of the organization before personal and professional interests.

Obedience

Comply with applicable federal, state, and local laws; adhere to the organization's bylaws; and remain the guardians of the mission.

How current boards rate themselves on the ten basic responsibilities:

Responsibility	CEO	Chair
 Mission	A-	A-
 Financial Oversight	B+	B+
Legal/Ethical Oversight	B+	B+
CEO Support	B	B+
Strategy	B-	B
CEO Evaluation	B-	B
Monitors Performance	B-	B
 Community Relations	C+	C+
Board Composition	C	C+
Fundraising	C	C

CHECKLIST

of Board Roles and Responsibilities

Basic board roles and responsibilities are the foundation for a successful board. BoardSource has designed this checklist so you can quickly remind yourself of your key responsibilities. It's also a great board orientation tool! Can you check all the boxes?

ESTABLISHING IDENTITY AND DIRECTION

- Has the board adopted or revised a strategic plan or defined a strategic direction for the organization within the past three years?
- Does the board ensure that the organization's mission, vision, and values are reflected in the organization's programs?
- Are the organization's strategic priorities adequately reflected in the annual budget?

ENSURING THE NECESSARY RESOURCES

- Has the board adopted policies related to funds to be pursued and/or accepted in support of the mission?
- Does the board expect all its members to be active participants in fundraising efforts?
- Does the board's composition reflect the strategic needs of the organization?
- Is the board confident that the chief executive's skills and other qualities represent a good match for the organization's strategic needs?
- Does the board seek and review information related to the organization's reputation?

PROVIDING OVERSIGHT

- Does the board contract with an outside auditor for the annual audit?
- Does the organization have up-to-date risk management policies and plans?
- Does the board monitor progress toward achievement of goals related to the organization's programs?
- Does the board have a clear understanding of the organization's financial health?
- Does the chief executive receive an annual performance review by the board?
- Are all board members familiar with the chief executive's compensation package?

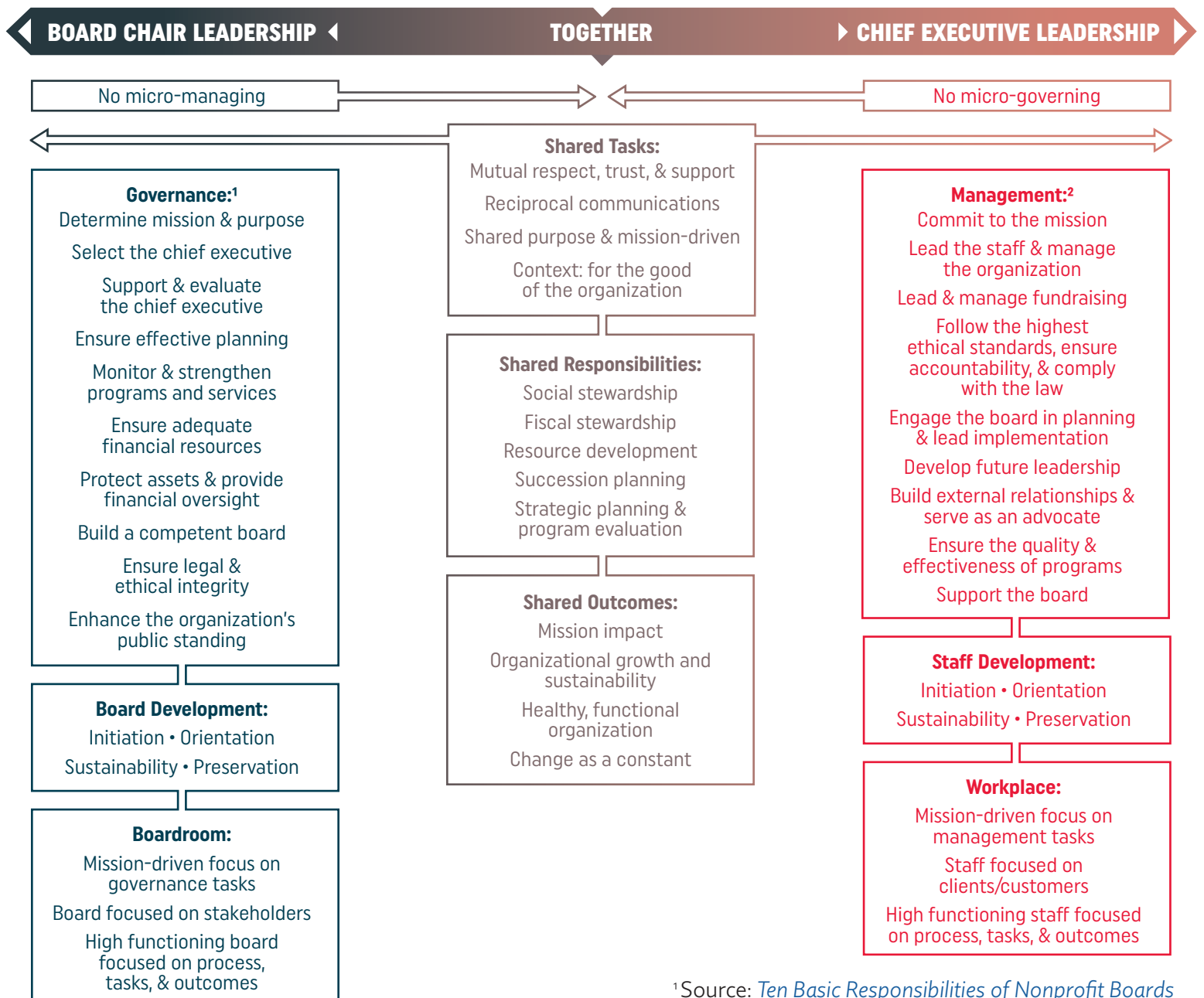
BOARD OPERATIONS

- Does the board regularly assess its own performance?
- Are organizational and board policies regularly reviewed?
- Do committees and task forces actively engage board members in the work of the board?
- Do board meeting agendas focus the board's attention on issues of strategic importance?
- Do board members have easy access to information needed for effective decision making?

[Source: Nonprofit Board Fundamentals](#)

THE BOARD CHAIR & CHIEF EXECUTIVE PARTNERSHIP

The partnership of the board chair and chief executive provides a structure for accomplishing the tasks of the organization. Governance and management complement and support each other — together focused on mission through different perspectives and actions. The partnership itself is critical in providing a communications headquarter for sharing information, addressing issues, and planning next steps appropriate to the individual and collective responsibilities.



¹ Source: [Ten Basic Responsibilities of Nonprofit Boards](#)

² Source: [The Nonprofit Chief Executive's Ten Basic Responsibilities](#)

BOARD CHAIR AND CHIEF EXECUTIVE RESPONSIBILITIES

A strong partnership between the chief executive and board chair is essential to leading an effective organization. When the relationship goes awry, it's often due to confusion over individual responsibilities.

In general, the chief executive's role is focused on management and working with staff to implement programs and initiatives in support of the mission. The board chair is responsible for governance and oversight, leading the board in evaluating the organization's work from a macro-perspective and ensuring that the work advances the mission in an ethical and legal manner.

But how do these general roles manifest in key responsibilities, such as fundraising or board meetings? Read on to find out.

POLICY AND PLANNING

Board Chair/Governance	Shared	Chief Executive/Management
Develops and/or reviews guiding principles (mission, vision, values) and policies	Strategic planning and program evaluation	Commits to and carries out mission
Ensures effective planning, overseeing board involvement in development and approval of strategic plan	Mission impact	Provides administrative support for board policymaking
Monitors organization's programs and services in support of the mission and strategic plan	Organizational growth and sustainability	Engages the board in planning
		Implements strategic plan
		Monitors the quality and effectiveness of individual programs, providing board with data and information needed to evaluate program effectiveness, impact, and outcomes

BUDGET AND FINANCES

Board Chair/Governance	Shared	Chief Executive/Management
Ensures adequate financial resources; protects assets; provides financial oversight	Fiscal stewardship	Prepares and proposes budget to board
Reviews and approves annual budget		Manages programs according to board-adopted financial policies and budget guidelines
Oversees annual audit process		

FUNDRAISING AND DEVELOPMENT

Board Chair/Governance	Shared	Chief Executive/Management
<p>Maximizes board member participation in resource development; oversees approval of fundraising plan</p> <p>Attends fundraising events, cultivates donors, and makes a personal contribution</p> <p>Solicits contributions from board members</p>	<p>Solicit contributions from outside donors</p> <p>Engage board members in fundraising activities</p> <p>Evaluate effectiveness of fundraising strategies</p>	<p>Develops fundraising plan and coordinates overall fundraising efforts</p> <p>Ensures staff support for board fundraising</p> <p>Updates board on development efforts</p>

BOARD MEETINGS

Board Chair	Shared	Chief Executive
<p>Leads and facilitates board meetings</p>	<p>Develop meeting agenda</p>	<p>Ensures that board members have necessary information and meeting materials</p> <p>Attends meetings, except specific executive sessions</p>

COMMITTEE WORK

Board Chair	Shared	Chief Executive
<p>Ensures that board has effective committee and task force structure</p> <p>Appoints board committee and task force chairs</p> <p>Serves as ex officio, non-voting member of all committees, except the governance committee when discussing elections</p> <p>Keep board informed of committee and task force work</p>	<p>Develop and review committee structure and individual committees to ensure alignment with mission and strategic goals</p> <p>Identify committee members</p>	<p>Sits in on appropriate committee meetings as non-voting member</p> <p>Ensures that committee members have staff support and needed materials/information</p>

BOARD RECRUITMENT AND DEVELOPMENT

Board Chair	Shared	Chief Executive
Ensures strategic board building and recruitment Sets goals and expectations for the board Cultivates leadership among individual board members Prioritizes board development, including orientation and educational sessions	Identify skills, expertise, and attributes needed for the board Keep all board members engaged in the work of the organization	Develops and sustains strong working relationships with board members Shares appropriate information to keep board informed and educated about ongoing organizational activities and changes in the field in which the organization works Identifies potential new board members and participates in orientation

BOARD ASSESSMENT

Board Chair	Shared	Chief Executive
Ensures regular opportunities for assessment Oversees comprehensive board assessment every two years	Evaluate assessment results and identify board development opportunities in collaboration with governance committee	Assists board assessment process

STAFF OVERSIGHT, COMPENSATION, EVALUATION

Board Chair	Shared	Chief Executive
Oversees hiring, compensation, and evaluation of chief executive Ensures chief executive succession plan exists	Provide general oversight to ensure strong and effective staff resources	Oversees and evaluates all staff Sets staff salaries within budget constraints

PUBLIC RELATIONS AND COMMUNICATIONS

Board Chair	Shared	Chief Executive
Promotes the work of the organization and encourages board members to do so as well; advocates for the organization’s mission with public policy makers Speaks for the board when a controversy or crisis arises	With full board and staff, develop message that conveys the organization’s mission effectively and can be used consistently by everyone within the organization Public policy advocacy	Serves as public face and official spokesperson for the organization Coordinates public relations and communications and advocacy efforts

RESOURCES



Please note that this delineation of roles and responsibilities is recommended practice and may not apply to all organizations, including those small and new organizations without staff.

BOARD-STAFF
INTERACTION:

Anyone new to working at a nonprofit may find themselves wondering what his or her role is in relationship to the board — that entity that has ultimate responsibility for the organization.

Can you expect to occasionally see board members around the office and, if so, how should you interact with them?

Will you be expected to take direction from them?

To collaborate with them on projects? Or are there invisible lines drawn somewhere that delineate the board's role and the staff's role — lines that should not be crossed?

WHAT'S
ACCEPTABLE,
WHAT'S NOT?

These are all good and valid questions — with no one correct answer! The partnership between the board and the CEO or executive director and the board and the staff can be complicated and tricky to navigate at times — and will fluctuate based on where the organization is in its lifecycle and, sometimes, on the personalities of its key players.

YOU
ASK,

WE
ANSWER

Since its founding, BoardSource has fielded hundreds of questions related to the board-staff partnership. While most center on the board-chief executive partnership, many touch on the relationship between the board and staff. Some of the questions are general in nature; others address specific issues and can be quite thorny in nature. In an effort to help those who work at a nonprofit determine what role they play in the board-staff partnership, we present a few of those questions here.

Q:

What are the primary roles of the board, the CEO, and supporting staff?

When defining the role of the board, it is important to remember that it refers to the group, not to individual board members. The board functions as a team. Individual board members inherently have no authority — no individual rights — over the organization but must assume accountability for their own actions. The full governing body has three main foci:

- **Direction:** The board guards the mission of the organization and, through guidelines, steers it in the right direction.
- **Oversight:** The board monitors the activities, the health, and the ethical behavior in the organization.
- **Resources:** The board ensures that the organization is well-equipped to fulfill its mission, i.e., has adequate finances, capable staff, and an esteemed reputation.

Primary role of staff

In the beginning of a nonprofit's existence, it is common for board members to wear different hats and function also in a staff capacity. When the board hires the first CEO or executive director, it delegates the daily management to that person. The chief executive reports to the board and any staff who are subsequently hired report to the chief executive.

The chief executive is responsible for maintaining regular contact with the board and particularly the chair. He or she keeps the board informed about the issues and activities that are part of the organization's daily life. In fact, the board would have great difficulties making well-rounded decisions without constant input from the chief executive. The staff helps the chief executive more efficiently implement the directives set by the board.

Working together

It is not always easy or even possible to draw a clear line between governance and management. The board's duties center on its monitoring role. The chief executive, on the other hand, is responsible for making things happen with the help of the rest of the staff. However, both sides need each other's support — and availability when requested — without veering off to micromanagement or 'über-control.'

SPECIFIC RESPONSIBILITIES

► Oversight

Board: Health and success of the organization

- Drafts and/or approves broad policies to guide and protect the organization, board, and staff
- Monitors that all legal requirements get proper attention
- Hires the chief executive and delegates daily operations to him or her
- Expects regular and objective reports from staff

Chief executive: Programs and administration

- Oversees daily operations and ensures appropriate staff and operations policies are in place
- Hires staff and delegates operational responsibilities to them
- Shares good and bad news with the board

► Planning and evaluation

Board: Strategic framework for the organization

- Adopts an overall strategic mindset by focusing on the big issues that matter most
- Actively participates in strategic sessions and retreats
- Annually evaluates the performance of the chief executive and determines appropriate compensation
- Evaluates its own performance regularly — at least every two to three years
- Assesses the organization's achievement of its goals via staff reports

Chief executive: Strategic and operational plans

- Ensures that strategic planning happens with the board's appropriate involvement
- Leads operational planning and approves the plans for the staff
- Ensures a process for staff performance exists, approves staff compensation, and evaluates his or her own performance

► Finances

Board: Fiduciary duty over the organization

- Makes sure adequate financial expertise is present on the board
- Sets overall fiscal policies and ensures appropriate internal controls
- Approves the annual budget and monitors carefully the financial reports
- Hires an auditor and reviews the audit in an executive session with the auditor

Chief executive: Financial management

- With the help of the financial staff, prepares the annual budget and provides the board with regular financial statements
- With staff, handles the daily financial operations and monitors cash flow
- Defines financial policies and procedures for all daily money transactions

Q:

Do staff attend board meetings and, if so, how do they participate?

Those who report directly to the chief executive and/or serve as staff aides to board committees are often invited to appropriate segments of board meetings. They report on projects or programs and answer on-the-spot questions the board might have, in both cases when asked to by the chief executive. In general, other staff members attend board meetings only for special purposes, such as reporting on a special project or providing administrative support to the chief executive.

Q:

How do staff members contribute to the board's work between meetings?

While the chief executive has the sole responsibility for implementing the board's directives, staff members play key roles in helping both the chief executive and the board do their work well. They help in the following ways:

- **Provide informative reports to the chief executive** that he or she can incorporate into his or her report to the board or communicate in some way to the board.
- **Create dashboards** to help the board evaluate how well the organization is performing. Good data are essential to good governance, and boards depend on staff members to gather and present the data in an understandable manner.
- **Support the work of committees.** Many boards have committees that relate closely to one or more staff assignments, such as fund development or finances. These staff members usually become the primary resource for committee chairs. Some may serve as staff liaisons to the appropriate committees. In this role, the staff can help committees and board members focus on board issues, not staff responsibilities.
- **Respond to inquiries between meetings.** The board should channel these requests through the chief executive so he or she is aware of the board's information needs.
- **Work as a team.** Board members observe how well staff members get along, work together, and are loyal to the mission and one another.
- **Build relationships.** Social exchanges between individual staff and board members can build mutual respect as well as board effectiveness. Staff and board members can have friendships as long as those friendships are not used inappropriately when it comes to the work of the organization.

Q:

No one wants to be micromanaged but is it possible for board members to be too removed from the day-to-day operations of the organization to make good decisions on behalf of the organization? And if so, how can this be remedied?

Vernetta Walker, BoardSource's vice president of programs and chief governance officer, answers this question for us:

When it comes to boards and governance, it would be nice if all things were formulaic — no gray zones, just black and white. Usually, that's not the case, so the trick is to find a workable balance that allows the board to add value and to lead in a meaningful way while supporting and enabling the chief executive and staff to do their jobs.

Since its founding, BoardSource has taken the position that exceptional boards engage in macrogovernance — in defining, deliberating, and deciding matters most consequential to an organization's short- or long-term well-being — and do not cross the line into micromanagement by participating in the actual operations of the organization.

The extent to which a board micromanages or macrogoverns varies depending on the circumstances, such as the life stage of the organization, the internal capacity of the organization, and even the tenure of the chief executive. Sometimes precipitating events — such as an executive transition, discovery of financial mismanagement, a crisis, or lack of confidence in the chief executive — invite or even require the board to step in and play an active role.

Barring these kinds of circumstances, is it possible for the board to swing the pendulum too far to the other end of the spectrum and become too removed? Yes! If all information is funneled solely through the chief executive, he or she becomes the gatekeeper. Some would argue this promotes harmony and reinforces the authority of the chief executive. However, it also can disconnect the board from the culture of the organization, its constituents, clients, community members, staff, and funders.

Working with the chief executive, the board should look for appropriate opportunities to create board/staff/stakeholder committees or task forces so that the board has a better understanding of organizational culture and can hear from those who are directly involved in delivering or are impacted by the work of the organization. Boards should consider how they can formally get feedback from staff and stakeholders about organizational and chief executive performance. The board's role of supporting the chief executive is not at any or all costs.

Advancing the mission of the organization requires a healthy culture of inquiry inside and outside the boardroom. Questioning and challenging assumptions, seeking information, and testing perceptions against realities can help reinforce strengths or expose weaknesses. Protecting the integrity of the organization is part of the board's job as stewards of the mission. This cannot be done sitting high up on a perch. Sometimes the board has to dive in. The key is to be transparent and thoughtful as to how it goes about this. The board should work with the chief executive to implement processes and opportunities that promote trust, but also verify the accuracy of what's being presented to the board. Otherwise the board may be surprised to learn the organization is not doing as well as it thought.

Q:

Our organization's chief executive just resigned, and the staff wants to be involved in the chief executive hiring process. Is it appropriate for the staff to be involved, and if so, how?

David Styers, a BoardSource senior governance consultant, weighs in here:

Selecting the chief executive is one of the board's most important responsibilities. With the right person in place, the organization will be better equipped to succeed. For the board to choose wisely, it should follow a responsible search process. Appropriately involving the staff in that process is important. Staff can provide an internal view of the organization's daily needs that may not be clearly known by the board and that should be taken into consideration by the board.

As the board plans the transition process, it needs to discuss how and when to involve the staff. The board should start the search process with a clear consensus and understanding of the organization's current circumstances and its strategic and most pressing priorities and goals. The board must know what it expects a new chief executive to achieve.

This is a good place and time to involve the staff. On behalf of the board, the board chair should consider meeting with the staff to discuss the transition process and to solicit its feedback. Because some staff may feel more comfortable sharing their opinions privately, the board chair also might offer to receive emails. Another place in the search process to involve staff is the interviewing stage. The board could invite a few key staff members who report to the chief executive to meet the leading candidates for the position and report back to the search committee with their opinions.

BOARD-STAFF INTERACTION: WHAT'S ACCEPTABLE, WHAT'S NOT. YOU ASK, WE ANSWER.

Board leaders also should remain open to the idea of identifying, developing, and promoting promising talent from within. When considering internal candidates, the board should exercise great care, however. It needs to recognize and honor the candidates' commitment to the organization not by granting them special consideration but by treating them seriously and with utmost respect.

Although a search committee takes the lead in the search for a new chief executive, it should keep the full board, as well as the staff, well informed as the search proceeds. Both board and staff members will be asked by stakeholders and the public about the search. All should speak with one unified voice concerning any details that may be made public. Certainly, the board must maintain confidentiality concerning who has applied and is being considered. Although the board is ultimately responsible for selecting and hiring a new chief executive, it would be remiss in not engaging the expertise and experience of the staff during the search process.

Tony Scucci, a BoardSource senior governance consultant, tackles this one:

Q:

Our board committees rely heavily on staff members to do the administrative tasks. Is this OK? What is an acceptable way to involve staff on board committees?

The board/staff relationship is one that has tremendous potential — for constructive partnership or for misunderstanding and conflict. Like all relationships, it must be attended to. The best way to do this is to clarify roles, responsibilities, and mutual expectations and to challenge assumptions.

Because this question refers specifically to board committees, let's begin by agreeing upon a working definition of a board committee. Here's one for your consideration:

Board committees are the board's workforce. They report to the board and help carry out the board's mandate to oversee the organization, ensure its financial security, and plan for its future. Board committees generally do not include staff members (except, in some cases, the chief executive), though they are often supported by staff. Examples of board committees include executive, finance, and governance committees.

Often, the chief executive assigns a staff person to support a board committee. Although the chief executive should always be viewed as the primary link between board and staff, a designated staff person working directly with a board committee allows for more efficient and practical communication. This is especially true when board committees' oversight roles dovetail with specific staff responsibilities, such as finance. It is important to note, however, that the staff person assigned to work with a board committee is not a member of the committee; he or she supports the committee while continuing to work for the chief executive.

There are multiple ways staff can bring real value to board committees and their work. Staff can, for instance, provide context, explain standards in the field, or help with background information. When appropriate, the staff member also may serve as the secretary to the committee to take notes, follow up on administrative tasks, and coordinate logistics.

Board committees can be particularly productive when they have professional staff support, but there must be clarity regarding roles, responsibilities, and mutual expectations among the committee chair, committee members, chief executive, and the staff person who supports the committee. If a board committee appears to be squandering staff time on redundant or unnecessary tasks, the chief executive should talk with the committee's chair to determine how the supporting staff member's workload might be lessened. In some instances, board committee members handle their committee's administrative tasks and utilize staff only as liaisons between the committee and the organization.

Finally, if the relationship between the committee and the staff person feels like it is going awry, it probably is. Don't wait for things to work out on their own; they seldom do. Attend to the task at hand, but also attend to the relationship; it is within that relationship that the task gets accomplished most efficiently and most effectively.

Q:

Is it appropriate for staff members to take their grievances to the board?

Unhappy or troubled staff members have been known to contact board members directly about management concerns. Unless a staff member suspects that the chief executive is engaged in illegal or unethical activities, this approach is rarely appropriate, however. Clear guidelines for staffers who are interested in voicing their concerns and for board members addressing staff complaints help create and support a healthy culture.

How the board should respond

The chief executive is responsible for management issues and supervising the staff. When a staff member approaches a board member with a management complaint, it is important for the board member to react properly. While many factors — the seriousness and nature of the complaint or staff size — may dictate an appropriate response, there are some basic guidelines for the board member to follow.

- Encourage the staff member to meet and discuss the concerns with his or her direct supervisor or the chief executive. Remind him or her that the chief executive is responsible for overall management.
- If the concerns are general in nature, suggest the staff member communicate with peers and possibly form a delegation to approach the chief executive.
- If the complaint is anonymous, assess its seriousness and validity, ignore it (if appropriate), or bring it to the attention of the chair.
- If the complaint concerns specific actions by the chief executive that seem to have general implications on staff morale or direction the organization is taking, contact the chair.
- Generally, it is a good idea for the board member to share the complaint with the board chair.

Chair's role

When a board member brings a staff complaint to the chair's attention, the chair should decide the next step.

- Discuss the seriousness of the complaint with the board member. Assess whether to contact the chief executive and/or the rest of the board in an executive session.
- If feedback is necessary, contact the chief executive — even informally. Ask the chief executive about the general issues in the complaint. Hear his or her side of the story.
- If the chief executive is aware of the concerns, discuss together what the remedy might be. If he or she needs support, provide that. If solid advice is needed, give it.
- If the chief executive is unaware of potential problems with staff, this may signal a deeper conflict. Guide him or her to address any management issues with the staff.
- If it seems that the chief executive is the cause of the problem due to his or her management style or skills or other reasons that affect his or her effectiveness, ensure that these factors are taken seriously in the performance evaluation.
- If the chief executive has committed an illegal act, contact the board immediately and seek legal counsel on how to proceed. Depending on the situation, contacting the chief executive may not yet be appropriate.

Ways to prevent future situations

- Ensure that a grievance policy exists. A grievance policy sets forth a clear communication process for staff to follow when filing a complaint.
- Commit to an annual assessment of the chief executive. This process allows the board to make sure that the organization has the appropriate leadership. Provide professional development or an executive coach for the chief executive. This allows the chief executive to sharpen essential skills or have a third-party advisor to offer counsel about difficult situations.
- Ensure that a grievance policy exists. A grievance policy sets forth a clear communication process for staff to follow when filing a complaint.

Q:

Our organization has a board liaison. What does this person do?

To help with the coordination of communication between the board and staff and other board–staff tasks, many nonprofits create the position of a corporate secretary or board liaison, who serves as the link between the board and senior management — and even some outside constituents.

The idea of a position with direct access to the board and chief executive usually becomes attractive in a nonprofit with a multi-faceted scope and a relatively large scale of activities. A major benefit of a corporate secretary position for the board is having someone who supports the full range of board work from communications to logistics of board and committee meetings. The chief executive benefits from having a gate-keeper who acts as a knowledgeable liaison between the senior staff and the board. It also frees him or her to focus on big issues rather than logistics.

To whom does the corporate secretary report? This is an important question and must be clarified for all parties. It is important to be explicit about who can hire or fire the person, or evaluate his or her performance.

- **Chief executive** — This is the most common situation. It is important to note that because this position requires full access to key organizational issues and documents, it goes beyond being an administrative position.
- **Board** — When the corporate secretary reports to the board, it is often a largely administrative position where individual board members rely on this person to handle some of their own duties.

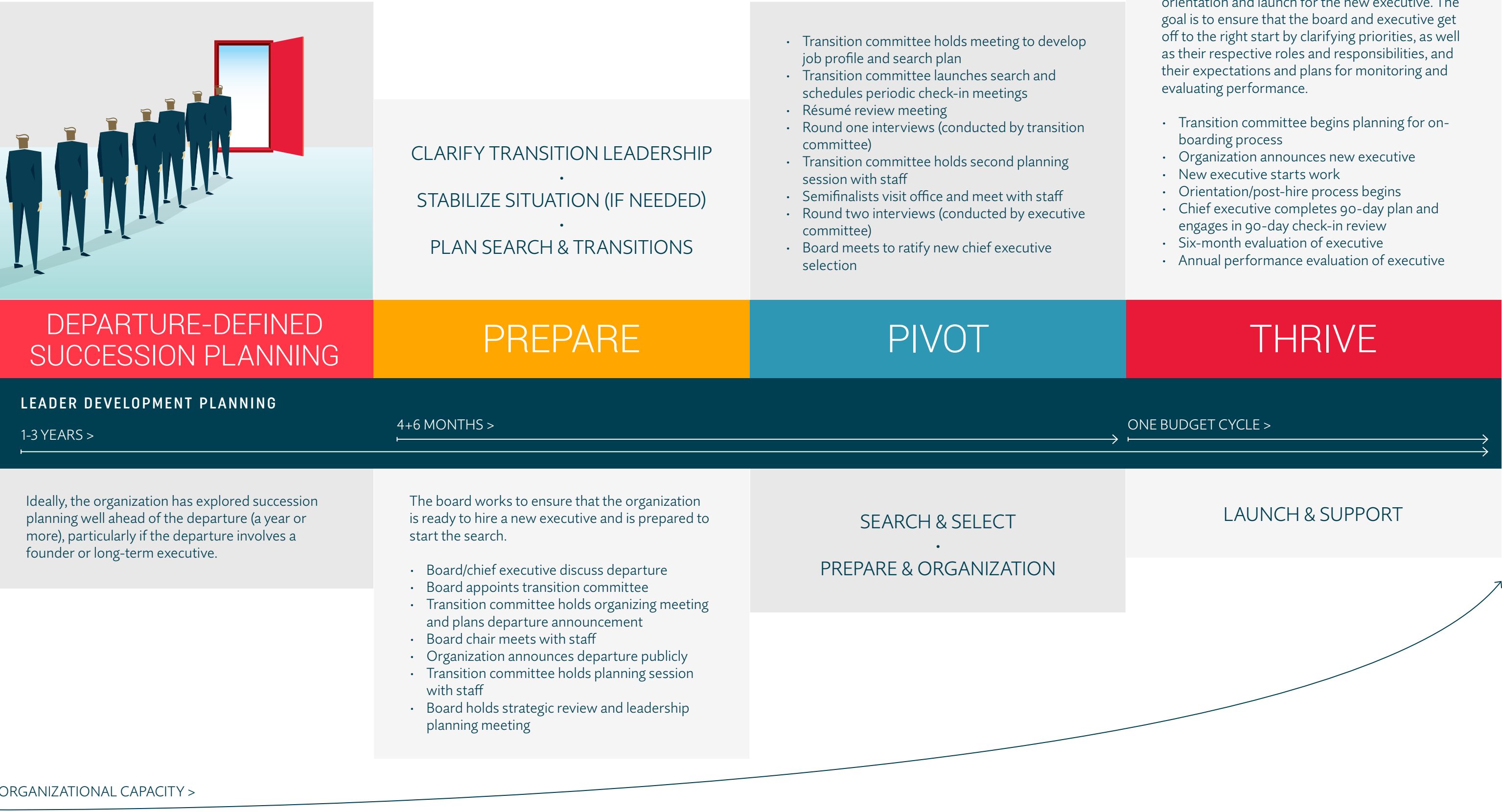
The following are some of the functions a corporate secretary or board liaison may assume:

- **Legal counsel** — assistance in researching background material on legal and liability issues
- **Parliamentary order skills**
- **Governance expertise**

Most of the tasks assigned to this position depend on the role definition. These responsibilities might include the following:

- **Board meetings** — attend all meetings, manage meeting logistics, take minutes
- **Liaison** — serve as the chief contact between the board and senior staff, provide administrative assistance to the board, assist in drafting key documents, keep organizational records, such as articles, bylaws, and minutes
- **Advisor and trainer** — advise board members on key governance issue, assist with board member recruitment and orientation, assist in reviewing governance guidelines, stay on top of industry trends

EXECUTIVE TRANSITION TIMELINE



RALPH M. BROWN ACT

Open Meeting Law

THE LESS YOU KNOW, THE BETTER YOU FEEL



WHY WE NEED THE BROWN ACT!

PASSED IN 1953 and AUTHORED BY ASSEMBLY MEMBER RALPH M. BROWN. IT GUARANTEES THE PUBLIC'S RIGHT TO ATTEND and PARTICIPATE IN MEETINGS and LOCAL LEGISLATIVE BODIES.

BASIC RULE

“Meetings” of “Legislative Bodies” must be “Open and Public.”

What is a Legislative Body?”

YOU are a “Legislative Body”

A Standing Committee is a “Legislative Body” composed of less than a quorum, ex., finance, personnel, with continuing subject matter jurisdiction

WHAT IS NOT A “LEGISLATIVE BODY?”

An Ad Hoc Committee is not a “Legislative Body” provided it consists of only Board members but less than a quorum of the Board, and does not have continuing subject matter jurisdiction, but rather only a specific subject matter

WHAT IS A “MEETING?”

“A congregation of a majority of members of a Legislative Body at the same time and place to hear, discuss, or deliberate on any item that is within the subject matter of the Legislative Body”

No action must be taken to constitute a “Meeting.”

WHAT IS THE LESS OBVIOUS “MEETING” OF A LEGISLATIVE BODY (WHICH IS EASY TO INADVERTENTLY VIOLATE)?

A Serial Meeting is a series of communications between a majority of the Legislative Body through one or more individuals acting as an intermediary or through use of technological devices.

WHAT IS THE LESS OBVIOUS
“MEETING” OF A LEGISLATIVE BODY
(WHICH IS EASY TO INADVERTENTLY
VIOLATE)?

A Serial Meeting involves less than a quorum, but
when all members considered, it constitutes a
majority.

WHAT IS THE LESS OBVIOUS
“MEETING” OF A LEGISLATIVE BODY
(WHICH IS EASY TO INADVERTENTLY
VIOLATE)?

Examples of a Serial Meeting

Chain A to B to C

Hub and Spoke A to B then A to C

HOW TO AVOID INADVERTENT SERIAL MEETINGS?

1. Briefings from Staff should be unidirectional. No “reply all.”
2. In contacts with constituents, developers or lobbyists, make sure you make clear that your views expressed should not be disclosed to any other member of the legislative body, and no commitment to action is being made or can be made.

WHAT ARE THE SIX (6) TYPES EXCEPTIONS TO THE “MEETING” DEFINITION

1. Individual Contact
2. Seminar and Conference open to the public limited to issues of general interest
3. Community meeting open to the public and publicized to the public NOT sponsored by the Legislative Body

WHAT ARE THE SIX (6) TYPES OF EXCEPTIONS TO “MEETING” DEFINITION?

- 4. Other Legislative Body
- 5. Social or ceremonial occasion
- 6. Standing Committee as long as Board members plus Standing Committee members do not create a majority of the Board

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

An Agenda of a Regular Meeting* must be posted 72 hours before the meeting identifying (1) Date, Time and Location; (2) the items or subjects that will be discussed and/or acted upon; (3) whether the items will be discussed in Open or Closed Session; (4) and additional formulaic notices.

*Special Meetings have minor differences

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

The Agenda must be posted in a place that is freely accessible to the public during those 72 hours and on your website, if you have one, with a direct link to the Agenda.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

A member of the public can request that the Agenda, or any Agenda Packet given to the Board, be mailed at the same time posted or provided to the Board, or earlier, and that request can be made as a continuing one for up to one year. Of course, an agreement to provide in some other way to a member of the public can be reached.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

The public must be given an opportunity to comment on any matter within the jurisdiction of the Legislative Board, whether on the agenda or not. The Legislative Body can place a reasonable time period on each person’s public comment, but be sure to enforce it even-handedly.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

Any person making a written request is entitled to a mailed copy (or other means like email, if mutually agreed) of the Agenda and/or Agenda Packet at or before it is posted or delivered to the Board. A standing request may be made for a 1 year period.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

Agenda must allow for public comment on a matter on the Agenda prior to or during consideration of the Agenda item.

Agenda must allow for public comment on any matter within the Legislative Body’s jurisdiction.

A reasonable period of time may be allotted for public comment, and both forms of public comment may be combined.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

A Legislative Body may not take action or discuss any item not on the Agenda.

But members of the Legislative Body may briefly respond to questions or comments, or refer matters to staff for a brief comment or agendizing, but only during the public comment section of the Agenda.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

The public has the right to photograph, tape-record, videotape or broadcast an open Meeting.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

No secret ballots; public vote.

No registration or self-identification can be required
for attendance.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

Any material distributed at a meeting to a majority of the Legislative Body by a member of the public must be made available to the public immediately after the meeting.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

Under standard circumstances, members of a Legislative Body may participate by teleconference if the Agenda identifies where a Member will be teleconferencing from, the location posts the Agenda 72 hours in advance, the Member admits the public to the location for the Meeting, the public has a real time option to participate in public comment, and a quorum of the Legislative Body is meeting within the jurisdiction.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

Effective 1/1/23, there are two new Brown Act
changes pertaining to:

1. Teleconference; and
2. Disruptive meeting attendees.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

AB 2449 provides alternative teleconferencing procedures:

1. Quorum must be meeting within jurisdiction at a location identified on the Agenda.
2. Member can teleconference for “just cause,” or emergency circumstances approved by the Legislative Body.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

“Just cause” is limited to childcare or caregiving need that requires working remotely, contagious illness, physical or mental disability, travel while on official Legislative Body business.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

“Emergency Circumstances” means a physical or family medical emergency that prevents attendance.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

AB 2449 limits a member from using its alternative procedure more than 3 consecutive months or 20% of the regular meetings within a calendar year, or if less than 10 meetings per year, no more than two meetings.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

The Legislative Body must provide a two-way audiovisual platform or two-way telephonic service and a live webcast of the meeting to allow the public to remotely hear, visually observe, and remotely address the meeting.

The Agenda must provide a call-in option and internet-based option for the public.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

A Legislative Body may take action (by majority) on a request for an emergency circumstances exception for teleconferencing, even though not on the Agenda, if not sufficient time to place it on the Agenda.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

SB 1100 allows a presiding member of a Legislative Body to have an individual removed for an actual disruption of the meeting, after prior warning.

WHAT ARE THE REQUIREMENTS FOR A “MEETING” TO BE “OPEN AND PUBLIC?”

An exception is made for specific items to be discussed in Closed Session, ex. Personnel evaluations, labor negotiations, pending litigation, and real estate negotiations. But the Agenda must identify the specific subject of the Closed Session item. After Closed Session, the public meeting must reconvene and “report out,” e.g., no action taken.

PENALTIES FOR VIOLATIONS OF THE BROWN ACT

1. Civil Enforcement by an Individual

Interested party may request a “cure and correct” within 30 days of action taken in open meeting or 90 days in all other cases.

A Legislative Board must “cure and correct” within 30 days, and advise the interested party of the actions taken, or the interested party can file a legal action. The legal action is subject to an award of attorneys’ fees and costs.

PENALTIES FOR VIOLATIONS OF THE BROWN ACT

2. Civil Enforcement by a Government Agency

Injunction, mandamus, declaratory relief, or voiding past actions of the Legislative Body are available, but a “cure and correct” letter is required.
Attorneys and costs are recoverable.

PENALTIES FOR VIOLATIONS OF THE BROWN ACT

3. Criminal Prosecution by a Government Agency

Where there has been a willful violation, each member of the Legislative Body who has taken action in violation of the Brown Act is guilty of a misdemeanor (up to 6 months in jail).