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| Meeting date | Wednesday, February 16, 2022 | **Meeting Minutes** |
| Time | 1:00 PM – 2:00 PM |
| Venue | Zoom Teleconference |  |

# Warner Connects **Board of Directors Induction Meeting**

**Roll Call**

* Brian Parent, Shawn Evenhaim, Chris Leuffen
* Julia Wean, Hank Kaplan (Steer)

## Introductions

* Mr. Evenhaim, CEO from Cal Home Builders: owns a few properties in WC (including current TMO members, Q Variel and Q Topanga, and one more under construction that will be member)
* Mr. Parent, GM from Westfield Topanga and The Village (current TMO member)
* Mr. Leuffen, Asset Manager for Toibb (two properties that are coming on as TMO members: XXXX and 6355 Topanga Canyon Blvd)
* Ms. Wean, Current Executive Director for Warner Connects
* Mr. Kaplan, Outreach Manager for Warner Connects

## TMO Overview & Background

* Ms. Wean provided an overview of TMO mission, goals, and member services as well as the partnerships and TDM regulatory compliance activities the TMO undertakes
* Ms. Wean covered the TMO’s history
* Mr. Evenhaim offered potential sites that might be Specific Plan-required, as well as unoccupied members that may now be occupied:
  1. 21425 Vanowen was completed in last 1-2 years
  2. 21121 Vanowen was just sold to the City
  3. 21050 Kittridge was just sold
  4. Hotel just opened on Variel and Oxnard (Hilton)
  5. Essence at 6741 Variel
  6. Unoccupied TMO Member: VERT began operating in September 2021 and just sold
  7. Amazon store on Topanga Canyon Blvd
* Mr. Evenhaim asked about the process of obtaining specific plan compliance proof (i.e. member of TMO in good standing)
  + Ms. Wean said that the City is working on formalizing this process
* Mr. Leuffen asked what triggers the requirement
  + Change of Use of any building larger than 30,000 sq. ft, as well as any construction on buildings greater than 30,000 sq. ft. (even if construction element is less than 30,000 sq ft)
  + A sale does not trigger Specific Plan requirement
* Mr. Leuffen asked if these TMO requirements apply to the property indefinitely
  + Ms. Wean explained that they have to comply with the TDM requirements of the specific plan and associated policy indefinitely, though project owners are able to comply by undertaking TDM delivery and an annual survey on their own.

## Board Inductions

* Nominations and Elections for Board Chair, Treasurer, and Secretary
  + Steer is currently managing these responsibilities and should Steer stay on as managing entity, then staff would handle these administrative functions with Board Members serving as formal signatories, etc.
  + Chair: Generally do and perform all acts incident to the office of chairperson
    - TMO staff to support as-needed
  + Treasurer: Have custody of and be responsible for organization funds, keep records of assets, liabilities, transactions
    - TMO staff can manage books/bank account, with Treasurer access
  + Secretary: Keep minutes of meetings, ensure notices, have charge of books, records and papers
    - TMO staff can record and deliver meeting minutes, Secretary to have access/keep their own copies
* **Motion to induct Mr. Leuffen as Treasurer: Mr. Parent moved to nominate Mr. Leuffen as Treasurer. Motion seconded by Mr. Evenhaim. Motion passed with unanimous approval.**
* **Motion to induct Mr. Parent as Chair: Mr. Evenhaim moved to nominate Mr. Parent as Chair. Motion seconded by Mr. Leuffen. Motion passed with unanimous approval.**
* **Motion to induct Mr. Evenhaim as Secretary: Mr. Leuffen moved to nominate Mr. Evenhaim as Secretary. Motion seconded by Mr. Parent. Motion passed with unanimous approval.**

## Review and Amendment of Bylaws

* Steer suggested adjusting the bylaws with input from the TMO Advisory Board to
  + reduce the total number of board members (formerly 23 members)
  + remove language that was overly specific to allow flexibility
  + provide mechanism for community groups to be involved

### Bylaws Revisions:

* Non-Voting Board Members: Mr. Evenhaim asked to create a clause in the bylaws Section 9 to invite community members to participate in meetings in lieu of creating non-voting board positions
* Liability: Mr. Evenhaim asked to add D&O Insurance requirement to Section 5
* Agent Address: Mr. Evenhaim recommended to input Steer’s (managing agency’s) address in Section III and add a sentence that the Board may change the agent/address in the future.
* Term Limit: Mr. Leuffen and Mr. Evenhaim agreed that two year term limits are acceptable
* Quorum Size: will remain at two-thirds
* Directorship Conflict of Interest: the Managing or Executive Director should remain a separate entity/individual from the Board Members
* **Mr. Evenhaim made a motion to accept all the suggested revisions. Seconded by Mr. Leuffen. Unanimous Approval.**

## Review and Decision on Steer Proposal

* Ms. Wean provided an overview of Steer’s short-term proposal for TMO management through end of May 2021, estimated at a cost of $15,405
  + LOE assuming ~$60k operating budget through end of 2022 plus contingency from current bank account
  + Staffing would include Interim ED (Ms. Wean), Outreach Manager (Mr. Kaplan), and Outreach Coordinator (Steer Intern, Alexander Sarno)
  + Staff would continue administering the TMO, providing services/events/comms/member support, and support the Board’s operations
* Mr. Evenhaim asked if the proposal is fixed rate or time and materials
  + Mr. Evenhaim suggested that the contract be adjusted to specify an hours-based billing process.
* Mr. Leuffen asked how TMO in-person member events would work and if they are required
* Mr. Evenhaim suggested we reduce the number of events while the budget is limited, once the membership base and/or funding stream grows then can graduate to activities like events
* Understood changes: Steer will bill by Time and Materials (by hour) and will de-prioritize event type activities to instead prioritize membership recruitment and financial stability
* **Mr. Evenhaim made a motion to approve the proposal with the above understood changes. Mr. Leuffen seconded the motion. Unanimous Approval.**