

**GEORGIA DOWNTOWN ASSOCIATION
BOARD OF DIRECTORS MEETING MINUTES
VIRTUAL
FEBRUARY 28, 2023**

The GDA Board of Directors held its regular meeting on Tuesday, February 28, 2023, via Zoom. President Fowler called the meeting to order at 11:00 am.

The following Board Members were in attendance: President Jeffrey Fowler, Vice-President Emily Hopkins, Secretary/Treasurer Aundi Lesley, Past President April Norton, Mr. Mathew Hill, Ms. Velinda Hardy, Mr. Taylor Smith, Ms. Tonya Parker, Ms. Abigail Strickland, Ms. Abbey McLaren, and Mr. Jason Ford. Mr. Ricky Clark, Ms. Kendrick Ward, and Mr. Qaijuan Willis were absent.

The following Staff Members were in attendance: Ms. Renée Coakley, Ms. Sharon Collins, Ms. Emily Davenport, Mr. Aleksandar Dimov, and Ms. Misa Nguyen.

The following Partners were in attendance: Mr. John VanBrunt, Ms. Ellen Hill, Ms. Elizabeth Elliott, Ms. Ebony Simpson, Ms. Leigh Burns, and Mr. Scott Purvis.

Review and Approval of Minutes: The revised November 15, 2022, minutes were presented to the board. Ms. Strickland noted that Kendrick was still listed as a partner and Velinda's name was misspelled. Renee will make the corrections. Mr. Hill motioned to approved them with corrections. Ms. Norton seconded. All were in favor. Motion carried.

The January 18, 2022 minutes were presented to the board. There was no discussion. Ms. Norton motioned to approve as presented. Mr. Hill seconded. All were in favor. Motion carried.

Review and Approval of the October and November Financial Reports: President Fowler reached out to Mr. Hanson who was gracious in responding with a detailed explanation and coordinated staff from Finance to attend the meeting today. Mr. Dimov presented an overview of the financial report, addressing specific questions that arose in the last board meeting. GMA pays our expenses up front and is reimbursed by GDA. Those expenses are listed under liabilities on Page 1, which fluctuate monthly as expenses are reimbursed. Deferred Income reflects membership dues paid in advance for the following fiscal year. At the first of the year, they are transferred to the revenues line item. This activity has typically been reflected as cash, which Mr. Dimov said is not a best practice. Going forward, the membership dues will be reflected as an accrual. Mr. Dimov pointed out we have a healthy nine-month reserve due to the conference surplus, which exceeds the recommended six months. He recommended we reevaluate membership dues to make sure the current amount is still sufficient. The \$75,906.02 transfer in question at the last board meeting was a reimbursement to GMA for August and September 2022 conference expenses.

GMA staff will meet with Finance staff before each board meeting going forward. Ms. Nguyen conducted a review to confirm all silent auction revenue was correctly captured. The current balance should reflect \$11,645.00 instead of \$4,138.01.

Ms. Hopkins motioned to approve the October 2022 financials as presented. Ms. Norton seconded. All were in favor.

Mr. Ford motioned to approve the November 2022 financials as presented. Mr. Hill seconded. All were in favor.

Ms. Norton motioned to approve the December 2022 financials as presented. Mr. Hill seconded. All were in favor.

Committee Reports

I. Executive Committee (Internal Operations)

- a. President Fowler updated the board on the retreat report sent by Ms. Shaw. The only issue was the work plan updates. He asked for help completing as committees meet to assign responsibility for tasks, etc.
- b. *Edge Scholarship*: There were several applications to review and discussion about Ms. Hardy recusing herself on her application.
 - i. Ansley Lacy, GDA Member from Cairo, applied for the Downtown Edge Scholarship to attend the National Main Street Conference. After review of the application, Ms. Parker made a motion to approve the application of up to \$1000 with receipts, with a second from Ms Norton. The motion passed unanimously.
 - ii. Bethany Strickland, GDA Member from Blackshear, applied for the Downtown Edge Scholarship to attend the National Main Street Conference. After review of the application, Ms. Strickland made a motion to approve the application of up to \$1000 with receipts, with a second from Ms. Norton. The motion passed unanimously.
 - iii. Ms. Norton reminded everyone of the current scholarship fund balance. If all applications are approved, the balance would be \$6,295. Ms. Hardy recused herself from the next item.
 - iv. Velinda Hardy, GDA Member from Canton, applied for the Downtown Edge Scholarship to attend the National Main Street Conference. There was discussion on whether or not board members should be eligible to apply and whether this was a conflict of interest. It was suggested to possibly have a third-party review applications of board members. There was also discussion of requiring a statement of need, showing the conference attendance would not be possible without the scholarship. The board took action since there is currently no policy stating a board member cannot apply. After review of the application, Ms. McLaren made a motion to approve the application of up to \$1000 with receipts, with a second from Mr. Smith. The motion passed unanimously. President Fowler reiterated the need for a written policy and procedures.
 - v. Leigh Ann Aldridge, GDA Member from Monroe, applied for the Downtown Edge Scholarship to attend the National Main Street Conference. After review of the application, Ms. Strickland made a motion to approve the application of up to \$1000 with receipts, with a second by Ms. McLaren. The motion passed unanimously.
 - vi. Elizabeth McGee, GDA Member from Hinesville, applied for the Downtown Edge Scholarship to attend the National Main Street Conference. After review of the application, Mr. Smith made a motion to approve the application of up to \$1000 with receipts, with a second from Mr. Ford. The motion passed unanimously.
 - vii. Jennifer Price, GDA Member from Hahira, applied for the Downtown Edge Scholarship to attend the GDA Conference. Ms. Strickland made a motion that we comp her registration fee up to \$350 with a second from Mr. Hill. President Fowler suggested we include this in the policy and procedures. The motion passed unanimously.
- c. *Mission/Vision/Goals*: This item will be placed on the March agenda. There was no discussion.
- d. *Vacant Position*: President Fowler reported the steps to fill Ms. Rentfrow's vacant position. Ms. Norton, Mr. Hill, Ms. Hill, and Ms. Krawczyk make up the nominating committee. At the last meeting, the board decided to use the last nominations of Suzanne Roberts in Calhoun and Denise McKay in Hiawassee. At that meeting, the board had consensus that the nominees were outside of Region 8, however Region 8 is already represented on the board and that the bylaws do read to maintain equal distribution across the state. According to the bylaws, the vote would not have to go to the full body but can be voted on by the board. Mr. Ford made a motion for Ms. Norton to take the lead and work with Ms. Coakley on conducting a board vote similar to the last

vote done electronically. Mr. Smith seconded the motion. All were in favor. Ms. Norton asked for any other nominees to be emailed to Ms. Coakley by Friday, March 3 and that the results of the vote would be announced at the next Board Meeting.

- e. *D&O Insurance* – President Fowler reported that staff is working to get a second quote from GMA’s provider. He received a quote from National Trust. The deductible is \$1000. The policy amount is \$654 on a million-dollar policy and \$981 on a two-million-dollar policy. GMA’s deductible is \$75,000, which does not make sense for smaller organization like GDA. President Fowler requested the board take action on approving an electronic vote via email, which is appropriate under Article 4, Section 12 of our bylaws. Mr. Hill made a motion to approve with a second from Mr. Smith. All were in favor.
- f. *GMA/GDA Contract* – This is our annual contract, which is now switching from a January to December contract. Ms. Norton made a motion to approve the contract with a second by Ms. McLaren. The motion passed unanimously.

II. Education and Training

- a. *Regional Meetups*: President Fowler reminded everyone about the upcoming spring regional meetups. Ms. Coakley shared that Jonesboro has 11 people registered, Hinesville has 17, Monroe has 18, Dalton has 22, and the Fox Theatre has 16.
- b. *CDP Update*: President Fowler noted that CDP classes are being submitted now for review soon.

III. Marketing and Membership

- a. *Marketing*: Ms. Strickland reported that the social platforms currently have 2453 Facebook Followers (up 83 from last meeting) & 827 Instagram Followers (up 14 since last meeting). We are still working to update the Facebook page name to the correct established date.
- b. *Membership*: There are 149 paid members, up 52 from the last meeting, and 67 with unpaid invoices. Ms. Coakley sent out a full list of GA cities. Ms. Strickland encouraged board members to reach out to non-members.
- c. *GACVB* – President Fowler attended the GA CVB Conference and made a lot of connections. He personally invited 25 people to attend our conference. He spoke very highly of the experience and the great marketing exposure for GDA.

IV. Legislative: Mr. Ford updated the board on HB 189 which is a truck weight bill allowing up to 90,000 lbs of cargo per truck. This poses infrastructure and safety concerns causing more burdens on municipalities and downtowns. GMA is in opposition. HB 254 would allow legal/public notice on social media and websites as the legal organ for municipalities. GMA is in favor. Mr. Smith updated the board on HB 126, which prohibits swipe fees on state and local taxes. This would essentially save money for small businesses. There is a one-pager of support and would be beneficial to have the GDA logo added. Mr. Smith asked for action to add our logo to show support. Ms. Norton made a motion to add the GDA logo, with a second from Ms. McLaren. The motion passed unanimously. President Fowler noted that time-sensitive issues such as this should be allowed in policy and procedures to allow the board to vote electronically.

V. Policy & Procedures: Mr. Hill updated the board on meeting location adjustments to allow for more centralized meeting locations. The March meeting will be held at the GMA headquarters in Atlanta, May will be in Warrenton, July will be in Canton with a virtual option, August will be in Canton during the conference, and October will be in Americus. In the future, we will rotate locations. Ms. Norton made a motion to approve, with a second by Mr. Smith. All were in favor.

VI. Other Business:

- a. *Board Member Nametags*: Ms. Coakley priced nametags, which would cost \$242 for 14 nametags with a two-week turnaround. Mr. Smith made a motion to approve the purchase with a second by Ms. Norton. Ms. Coakley asked about the verbiage. It was decided to include personalized names and “GDA Board of Director” with the GDA logo. All were in favor.
- b. *Conference Forms*: Ms. Coakley added a single day rate of \$200 for early registration, \$225 regular registration, and \$250 late registration. A note was added to identify our one-day attendees with a different color badge from the full conference attendees.

- c. *GDA October meeting date*: There was discussion about rescheduling the Oct. date since Ms. Coakley will be out of town. President Fowler suggested Ms. Coakley send out a poll to determine which date would work best. Mr. Ford made a motion with a second by Mr. Hill. All were in favor.
- d. *2024 GDA Board Retreat Facilitation*: Ms. Shaw requested we book the dates if we would like to use her as our facilitator. Mr. Smith asked to see the report sent by Ms. Shaw after the board retreat last month. There was discussion about potentially using other facilitators. There was discussion about making sure partners have a seat at the table next year versus being split up in addition to a 2.5- or 3-day retreat. It was decided to table this item.

Staff Updates: Ms. Collins thanked Ms. Hardy for her exhaustive list of contacts for Canton.

Partner Updates:

- Georgia Main Street reported that Mr. Ford is leading a webinar this afternoon on volunteer recruitment, and they have wrapped up annual assessments.
- Georgia Power – no report
- Fox Theatre Institute reported that they are excited to host the spring regional meetup in April and are currently prepping for a new grant cycle.

President Fowler thanked Ms. Hardy on all her hard work in preparation for conference and thanked Mr. Smith and Mr. Ford on an in-depth legislative update. Ms. Norton thanked President Fowler and Mr. Willis for representing GDA at the GA CVB conference and thanked DCA and GMA for their support of GDA during trainings.

There being no further business, Ms. Norton made a motion to adjourn the meeting. Ms. Hardy seconded the motion. The motion passed unanimously. The meeting adjourned at 12:38pm.