

Downtown Milford, Inc.
Board of Directors Meeting
October 5, 2021

MINUTES

Present: Ya'nelle Powell, Matt Babbitt, Lauren Bigelow, Sandy Gulledge, Joey Phillips, James Rabe, Lang Redden and Interim DMI Program Manager Lorraine Dion

Excused: Craig de Mariana Aleman, Peggy Reilly and Dean Donovan

Guests: None

Meeting called to order at 5:32 pm.

DMI Board President Ya'nelle Powell presented the September 2021 DMI Board meeting minutes for approval. James Rabe motioned to approve the September 2021 meeting minutes. Sandy Gulledge seconded. Motion approved.

Treasurer's Report: Included in packets sent to Board members prior to Board meeting.

S. Gulledge presented & reviewed the Treasurer's report. Ms. Gulledge stated that we still have not received the approved funds from the City of Milford.

S. Gulledge stated that the City of Milford had asked Ya'nelle Powell and Sandy Gulledge to present a progress report to the City Council members in November in order to receive funds. Sandy has approached them about funding available for Covid losses, but the City of Milford has denied our requests.

S. Gulledge reported that the City of Milford is accepting grants applications (from its ARA funds) for next year. S. Gulledge asked the City of Milford if DMI is able to apply for a grant for the 2022 Ladybug Music Festival or if DMI should make a separate ask as DMI has done in the past. The City of Milford is unsure.

Interim DMI Program Manager Lorraine Dion stated that once the 2022 work plans are completed, the Organization Committee, with the assistance of the DMI Board of Directors and the Program Manager should create a 2022 fundraising plan. Ms. Dion reminded the Board of Directors that monies and in-kind donations received from a municipality can only make up 33% - 50% of a Main Street organization budget.

James Rabe suggested adding local business listing to DMI website for a fee as a way to raise revenue. Board members decided that this suggestion will be discussed at a later date with other fundraising ideas for the DMI organization.

One of the responsibilities of the Organization Committee is to oversee the DMI website.

J. Rabe said he created a new web page for DMI using GoDaddy.com and that DMI could upgrade the website for \$160. J. Rabe asked that a motion be made to approve \$160 to improve the website. S. Gulledge seconded. Motion approved.

S. Gulledge said that DMI Board member Peggy Reilly reviewed the papers to be submitted to the JV Court against Petite Sweets and stated that they are “good to go”.

Lang Redden motioned to approve the Treasurer’s report. Matt Babbitt seconded. Motion passed.

President’s Report: Y. Powell discussed the monthly activities and programs she participated in on behalf of DMI.

Executive Directors Report: Included in packet sent to DMI Board members.

Interim DMI Program Manager Lorraine Dion presented and reviewed her monthly report.

L. Dion reported that Sara Pletcher scheduled a meeting about the possibility of formalizing a Banner Program for the downtown historic commercial district, with the City of Milford and DMI serving as partners. The meeting was held on September 30. The City of Milford would be responsible for putting up and taking down the banners. DMI would be responsible for overseeing the Banner Program, creating the guidelines and policy for overseeing the Banner Program, monitoring the schedule, reviewing banner applications as received as well as finding the funds to support the Banner Program. L. Dion reported that the banners would change quarterly, with several quarters reserved for holiday seasonal, DMI branding and Hometown Heroes. Joey Phillips said all banners will be a standard size of 18” x 48”. The banners to use all the same hardware. Quality hardware to be purchased by the Banner Program if needed. Ms. Dion asked for a motion to approve DMI to serve as a partner in the Banner Program. L. Redden motioned that the Board approve DMI as a partner of the Banner Program and to allow \$2000 to be used as the starting budget for the Banner Program. S. Gulledge seconded the motion. Motion approved.

Lorraine Dion presented the Delaware’s Quaint Village’s Tear & Pad map and advertising opportunity. Ms. Dion requested that DMI purchase an ad for \$200 as the organization has done in the past. After much discussion, Board members unanimously voted not to participate.

Design Committee: no meeting

Economic Committee: Main Street Training (EV chair included minutes)

Organization Committee: Main Street Training (no minutes necessary)

Promotion Committee: Main Street Training (no minutes necessary)

Board President Powell reported that the Committee’s special event permit for the October 22 Trunk & Treat event was approved. Walnut Street to be closed during event.

Board President Powell gave a Program Manager Search Committee update. Y. Powell stated that the last candidate was offered the position. However, the candidate turned down the DMI offer as she had accepted a position elsewhere.

L. Redden requested that the DMI Board give the Program Manager Search Committee (aka hiring committee) authority to hire the Program Manager. S. Gullledge motioned that DMI streamline the hiring process by giving the hiring committee authority to hire the Program Manager, (no Board interviews of candidates necessary) upon the approval of the DMI Board of Directors. L. Redden seconded the motion. Motion approved.

Ms. Redden recommended simplifying the Program Manager job description as well as changing it to reflect what the DMI organization is currently needs. Board members discussed that the job description and salary don't match up and perhaps the salary should be more incentive based.

New Business

L. Dion presented the revisions to DMI bylaws. J. Rabe motioned to accept the revisions to the DMI bylaws. Y. Powell seconded the motion. Motion approved.

The approved revisions to the bylaws are:

ADD to:

ARTICLE 6

Board of Directors

Section 2A. Ex-officio Directors. By a majority vote of the Board of Directors, an individual may be designated as an ex-officio Director by reason of such individual's election to public office, assumption of some significant role in the community or special relationship to the Corporation and may remain an ex-officio Director while holding such office or maintaining such role or relationship. Ex-officio Directors may attend all meetings of the Board of Directors and participate in discussions but may not vote.

Section 10. Conflict of Interest: Members of the DMI Board of Directors shall sign a Conflict of Interest policy.

Section 11. Board Member Agreement. Members of the DMI Board of Directors shall sign a written agreement that states he or she understands the responsibilities of a DMI Board member.

Section 12. Members of the DMI Board shall be required to attend an orientation session prior to nomination or after acceptance of nomination to the Downtown Milford, Inc. Board of Directors.

UNDER:

ARTICLE 7

Committees

CHANGE

Section 1. This Corporation shall have at least four (4) standing committees, which shall be entitled: Design; Promotion; Economic Vitality; and Organization. The chairpersons shall be approved by the Board of Directors and may be Board members or non-Board Members.

TO READ:

Section 1. This Corporation shall have at least **five (5)** standing committees, which shall be entitled: Design; Promotion; Economic Vitality; Organization; and **Riverwalk Farmer's Market**. The chairpersons shall be approved by the Board of Directors and may be Board members or non-Board Members.

ADD:

ARTICLE 14

Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30.

Ms. Dion reviewed the organization timeline she created. The timeline is a weekly schedule of everything that DMI is responsible for from the month of October 2021 – December 2021. Since DMI participation in the Banner Program was approved at today's Board meeting, L. Dion will add the Banner Program to the timeline. She also will add the Vinyard Shipyard project. Ms. Dion will email the revised timeline to the Board of Directors.

L. Dion reviewed the training recap and summary she created as well as her list of suggested "next steps" with Board. Ms. Dion will email the training recap and summary and her suggested "next steps" to the Board of Directors.

Ms. Dion suggested that we invite several former DMI Board Presidents and former DMI Board members to serve as part of the EX-Officio Committee. J. Rabe motioned to approve.

L. Redden seconded. The motion was approved. Ms. Dion will write a letter to serve for recruitment purposes.

L. Dion reminded Board that with approved revisions to bylaws that the Riverwalk Farmer's Market is DMI's fifth committee and will need to submit a 2022 work plan as well as a committee representative to attend monthly Board meetings if possible. Lorraine Dion stressed again the importance of committees to have their 2022 work plans completed and submitted to DMI Board before November 2021 meeting. DMI Board of Directors is to approve the work plans at November 2021 meeting and Treasurer Sandy Gulledge will create a 2022 suggested budget, based on the work plans, which she will present to the DMI Board in December 2021 for Board approval.

Ms. Dion emphasized that DMI needs to select at least one transformation strategy and follow it. Also, Ms. Dion said that more members needed to be recruited to several of the DMI Committees as well as new Committee Chairs selected for the Organization and Promotion Committees.

L. Dion discussed the importance of enforcing the bylaws.

L. Dion is to attend a October 7 zoom meeting with SaraKate Hammer and Sen. Dave Wilson to discuss the Vinyard Shipyard project and the Bond Bill funding received. Matt Babbitt said he thinks the biggest question to ask is if we can re-grant the money to another entity.

L. Dion reviewed the role and responsibilities of the Board President. The Board President should not serve as a Chair of a Committee if possible. The Board President is the link between the Board of Directors and the Program Manager.

Some of the “next steps” reviewed by Ms. Dion included, but were not limited to, communicating with State Coordinator Patty Cannon on a regular basis, making sure Sara Pletcher is included on every e-mail for monthly Board packets and importance of the DMI Board to select a transformation strategy,

Lang Redden reported that the Farmers Market will go until the end of October. It will be a spooky theme on October 30th. They are handing out Halloween candy and tattoos. Kids are able to trick or treat at the vendor booths. There will be a photo opportunity as well as a vendor costume contest. Ms. Redden stated that the Riverwalk Farmer’s Market Committee is discussing ideas of perhaps starting a Winter Farmers Market.

Board President Y. Powell made a motion to adjourn the DMI Board meeting. J. Rabe seconded the motion. Motion approved.

Meeting adjourned at 7:45 pm. Next scheduled DMI Board of Directors meeting is Tuesday, November 2, 2021 at 5:30 pm in the Council chambers at the Milford City Hall.

Respectfully submitted by,

Lauren Bigelow