



MINUTES OF THE DOWNTOWN MEMPHIS COMMISSION

Friday, February 26, 2021

9:00 A.M.

114 North Main Street

Due to the declarations of a State of Emergency by the President of the United States, the Governor of Tennessee, and the Mayor of Memphis relating to the COVID-19 Pandemic, the Downtown Memphis Commission (DMC) has determined that it is necessary that the meeting be conducted by electronic or other means of communication in order to protect the health, safety and welfare of the public, DMC staff, and DMC board members. This meeting of the DMC was held via Zoom virtual meeting. Board members participated by phone with all materials made available to them as well as the public in advance. Procedures were in place to identify all participants on the call including members of the public and allow for questions and public comment.

Board Members Present: Deni Reilly, John Zeanah (for Mayor Harris), Joann Massey (for Mayor Strickland), Benjamin Orgel, Terry Woodard, Victoria Young, Commissioner Mickell Lowery, Demar Roberts Williams Brack, Julie Ellis, Cheryl Pesce, Elizabeth Low, Councilwoman Cheyenne Johnson, and Senator Raumesh Akbari

Board Members Not Present: Representative Barbara Cooper and John Pontius

Staff Present: Ray Brown, Christine Taylor, Brett Roler, Penelope Springer, Penelope Huston, Abram Lueders, Kaeyla Willis, Jonathan Mosley, Jaske Goff, and Debra Streeter

Guests: James McLaren (Counsel), Tom Bailey, Shanae McKinney (DMA), Bobbi Gillis (CCRFC), Kristin Lockhart, James Stokes, Mike Humes, Janice Banks, Jack McCleskey, Jacob Steimer, and Member of Public

Deni Reilly determined that a quorum was present and called the meeting to order at 9:02 AM. Welcomed board members and staff. After reviewing meeting protocols, Chairman Reilly called for approval of the minutes from January 22, 2021 meeting. Julie Ellis motioned to approve the minutes as presented, Demar Roberts seconded the motion, after roll call vote, the motion passed unanimously. Christine Taylor called roll for board members and staff to confirm attendance. Board member Cheryl Pesce commented that the meeting minutes are not detailed enough, would like to know a better way to access the minutes. She would like to have the recorded meeting link sent to her after each board meeting.

Chairman Reilly called for agenda item III: Chair's Report

Chairman Reilly updated board on staff and affiliated board activities. Reviewed a few highlights from the monthly board updates. Chairman Reilly invited board member to try and attend a few of the affiliated board meetings to see all the good work the other boards are doing.

Chairman Reilly called on Vice Chair & search committee member, Terry Woodard, to update the board on the search committee process. The search for a new President and CEO is moving forward with urgency

and the hard work of the search committee and the search firm, Adams Keegan. Search committee members are in attendance today, along with Kristin Lockhart (Adams Keegan), who has been coordinating the search. We have had interest from over 30 candidates for the DMC President position. The board set a goal for the search committee back in December to present a final candidate at today's meeting. The committee respects the board's goals and has worked diligently toward the goal. The committee is not yet prepared to bring forth a final candidate for approval, the search firm and committee will continue to work to narrow the field and as soon as possible convene a special board meeting to present a final candidate.

Joann Massey made brief comments to thank Chairman Reilly and the search committee for their hard work. She would like to clarify when the board would have the special called meeting before the next scheduled meeting in March. Chairman Reilly confirmed that is the intended goal, we expect to have a special called meeting before the next scheduled DMC meeting. Cheyenne Johnson wanted to clarify the process of the selection of the final candidate, she would like to know if the board has an opportunity to research the candidate on their own before the final selection. Chairman Reilly explained the process.

Chairman Reilly reminded board members of the DMC weekly emails to stay informed. Commissioner Lowery would like to make sure that everyone's email addresses are updated to receive the newsletter. Penelope Huston agreed to make sure that email addresses are updated.

Chairman Reilly called for agenda item IV: Financial Update

Penelope Springer presented monthly financial report, reviewed financial highlights, and answered questions. Penelope Huston updated board on the Marketing staff photography session and DMC Instagram account.

Chairman Reilly called for agenda item V: Nomination Committee Update

Elizabeth Low presented the nominating committee update. The committee members are Williams Brack, Benjamin Orgel and Elizabeth Low. The committee met on February 4th and first reviewed the DMC bylaws to understand the purpose of the committee, which is to select nominees to serve as board officers and to recommend nominees to the full board at the next annual meeting. According to bylaws nominees should be presented at the June meeting. The committee decided that they would convene again in May to make selections and present recommendation at the June meeting.

After the update, Julie Ellis stated that the board asked that the nominating committee be convened and that a slate be presented in a close time frame so that new officers could begin the work with the new CEO, feels that the nominating committee has taken the board's request and not followed it. She is concerned that the nominating committee needs to present a slate, because that is what was asked. Current officers have served over a year, and she is concerned that we need to present a slate and have officers in place that will work with the new CEO going forward. Asked that the committee meet again and readdress the request that the board asked and approve, to present a slate of officers.

Julie Ellis would like committee to meet again, after the selection of the DMC President and present a slate of officers. Joann Massey agrees with comments by Julie Ellis and stated that "DMC is not fragile but thriving and very strong" Ask we revisit and adhere to the board's request.

Williams Brack agrees that DMC is thriving, the committee has a different understanding of the bylaws, they like to provide a smooth transition for the new CEO at the annual meeting to create continuity. The committee respects the request and would like board members to participate in the survey that was sent to each board member. We need more participation from board members to make a more informed decision.

The committee did not receive adequate feedback and interest. The committee will be happy to convene and present a slate with more participation for board members.

Elizabeth Low wanted to clarify that when she said fragile the meaning was only limited to the transition, she agrees that overall operational that the DMC is in a strong position to move forward, ready for business as always.

Continued board discussion regarding, bylaws, extending terms, outreach, delaying recommendations and reconvening nominating committee. Nominating committee will reconvene and present a recommended slate of officers at the next meeting.

Chairman Reilly called for agenda item VI: President's Report

Interim President, Ray Brown presented a brief update on ongoing Downtown projects 100 North Main and the Business Continuity Grant. Penelope Huston updated board on the Downtown Survey results, 867 responses were collected. Jaske Goff gave a brief update on the great work of the BSB staff during the winter storm. Demar Roberts commented "The Blue Suede Brigade is always out and about, I always see them actively engaged in supporting people, it really makes you feel safe & comfortable, just want to thank Jay and the team" Thanks for the great work!

Chairman Reilly called for agenda item VII: New Business/ Adjournment

Chairman Reilly made brief closing remarks, thanking the staff for all their work and the board for their commitment to Downtown. Seeing no other business, the meeting was adjourned.