



## Board Meeting Minutes No. 2

Time: 11:30 AM – 1:00 PM

Date: February 20, 2018

Location: UW Tower Boardroom

### IN ATTENDANCE:

#### UDP Board Members

Sally Clark, Co-Chair	Doug Campbell	Andrew McMasters
Cory Crocker	Theresa Doherty	Alfred Shiga, Treasurer
Don Schulze	Miles Richardson, Co-Chair	Louise Little
Barbara Quinn, Secretary	Rebecca Barnes	Jeanette Henderson
Kristine Scott	Lois Ko	Rob Lubin

#### Excused

Pat Simpson

#### UDP Staff

Mark Crawford CEO	Marcus Johnson C&S	Chase Landrey, CE
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#### Guests

Phil Lloyd	Katie Lewis	Andy Sharpe
Gregg Petrie	Thomas Whittemore	Miriam Castro
Judy Smith	Jamie Cheney	

Sally called the meeting to order at 11:35 a.m.

#### Public Comment

No public comment was received.

#### Approval of January, 2018 Meeting Minutes

**Motion: Jeanette** moved to approve the January 17, 2018 meeting minutes.

**Louise** seconded the motion. Andrew abstained.

*The motion was approved.*

#### Committee Reports

##### Finance Committee

Alfred announced that the Finance Committee will now meet every Friday before Executive Committee meetings and that Rob Lubin has joined the committee.

Mark presented a resolution before the board replacing Elizabeth McCoury with Mark W. Crawford as Key Executive on all U District Partnership bank accounts.

**Motion: Lois** moved to approve the resolution.

**Alfred** seconded the motion.

*The resolution was approved unanimously.*

Alfred presented the January financial report.

**Motion: Barbara** moved to approve the January financial report.

**Andrew** seconded the motion.

*The motion was approved unanimously.*

### **Clean and Safe Committee**

Marcus presented the February clean and safe report.

### **Marketing and Events Committee**

Chase presented the February marketing and events report.

### **Bylaws Committee**

Andrew discussed the recent meetings and work of the Bylaw Committee. He then presented a series of amendments and resolutions designed to clean up potential conflicts in the current language of the bylaws and to elect Stephen Antupit to the UDP Board of Directors.

**Motion: Theresa** moved to amend Article 5 Section 2.1 of the bylaws to state that:

“A “Regular Term” for a Board Director shall begin on the first day of the fiscal year following their election and shall last for three (3) years, ending on the last day of the corresponding fiscal year.”

**Rob** seconded the motion.

*The amendment was approved unanimously.*

**Motion: Rebecca** moved to amend Article 6 Section 5.1 of the bylaws to state that:

“A “Regular Term” for an Officer shall begin on the first day of the fiscal year following their election and shall last for two (2) years, ending on the last day of the corresponding fiscal year.”

**Theresa** seconded the motion.

*The amendment was approved unanimously.*

**Motion: Theresa** moved to amend Article 6 Section 1 of the bylaws to state that:

“The officers of the Corporation (“Officers”) shall be (i) two (2) Co-Chairs. (ii) a Secretary, (iii) a Treasurer and (iv) a President and Chief Executive Officer. The Board of Directors shall elect Officers. Individuals may hold more than one position as an Officer, except the position of Co-Chair and Secretary may not be the same person.”

**Doug** seconded the motion.

*The amendment was approved unanimously.*

**Motion: Louise** moved to approve delete article 5 Section 1 of the bylaws in its entirety.

**Jeanette** seconded the motion.

*The amendment was approved unanimously.*

**Motion: Alfred** moved to amend Article 5 Section 5 of the bylaws to state that:

“Any Director may be removed at any time, with or without cause, by the affirmative vote of the majority of the votes cast by the Directors present at a meeting of the Board at which a quorum is present or by written consent of all of the Directors.”

**Jeanette** seconded the motion.

*The amendment was approved unanimously.*

**Motion: Rob** moved to approve resolution #1, which states that:

“Whereas the current by-laws now specify the completion of any Board Director’s term shall be the last day of the fiscal year in which their term expires, and

Whereas the current by-laws now specify the completion of any Officer’s term shall be the last day of the fiscal year in which their term expires, and

Whereas the By-law Committee of the UDP Board recommends changing current Board Director and Officer terms to conform to the current fiscal year,

THEREFORE

The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, extends the terms of any and all Directors and Officers whose term, under the previous by-laws dated April 21, 2015, expired December 31, 2017 to now expire June 30, 2018.

AND

Should any Director or Officer decline the opportunity to extend their term, an election to fill that position until June 30, 2018 may be held immediately.”

**Barbara** seconded the motion.

*The resolution was approved unanimously.*

**Motion: Theresa** moved to approve resolution #2, which states that:

“Whereas Roger Wagoner has declined the opportunity to extend his term until June 30, 2018,

THEREFORE

The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, accepts Roger Wagoner’s resignation from the Board and thanks him for his service to the Board and to the U District community.”

**Rebecca** seconded the motion.

*The resolution was approved unanimously.*

**Motion: Rebecca** moved to approve resolution #3, which states that:

“The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, elects Stephen Antupit for a partial term beginning March 1, 2018 and ending June 30, 2018.

Further, the Board of the UDP resolves that serving out this partial term shall not preclude Stephen Antupit from additional full terms of service as they are or may be further defined in the by-laws.”

**Jeanette** seconded the motion.

*The resolution was approved unanimously.*

### **Executive Director Report**

Mark shared updates about the organization with the board including the completion of the physical part of the office move, the status of the BIA funding offered to the Urban Rest Stop and the plan to address the current underspending on staff positions. He also mentioned the rescheduling of BIA board meetings, the UDP’s partnership with the Welcome Inclusion

Program leading up the Special Olympics USA Games, the meeting with the U District small business group, and the progress on creating next year’s work plan and budget.

### **Old Business**

Sally Clark proposed that the March board meeting should be extended to be two hours long to provide time for a representative from the People's Harm Reduction Alliance to present about how the impacts to the neighborhood of a potential safe consumption site could be mitigated.

Miles notified the board about the current proposals to handle the assessment updating process. The process will be discussed further in the planning for the next budget.

### **New Business**

Jamie Cheney and Katie Lewis from the U District Mobility Group presented about the progress towards a light-rail station access mobility plan and the upcoming community workshops.

Sally adjourned the meeting at 1:05 p.m.

**NEXT BOARD MEETING: March 20th, 11:30am – 1:30pm, UW Tower (Unless extended – notice to be provided)**