

**Congress for the New Urbanism
Fall 2015 Board Meeting Minutes
Detroit, MI**

THURSDAY, OCTOBER 8, 2015

Attendees

Board: Ken Voigt, Chris Elisara, Scott Bernstein, Jennifer Hurley - Treasurer, Lee Sobel, Sarah Lewis, Bob Chapman, Jack Davis, Doug Farr - Chair, Marcy McInelly – Vice Chair, Matthew Lewis, John Torti, Eliza Juliano, Laurie Volk, Dan Slone, Laura Heery, and Lynn Richards – President & CEO

Staff: Abby Sheridan, Alex McKeag, and Sam Warlick

Absent: Russ Preston – Secretary, Erin Christensen, and Scott Polikov

Doug Farr, Chairman of the Board called the meeting to order at 10:05am. A quorum was present.

1. Approve the 2016 proposed budget – presented by Lynn Richards, President & CEO.

Motion: to approve by Doug Farr. Seconded by Sarah Lewis.

Discussion: The 2016 budget now allocates overhead costs to all budget areas, leading to greater transparency.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. All in favor, motion passed.

(Board confirmed there were no conflicts with the proposed agenda.)

2. Approve the Consent Agenda – presented by Doug Farr, Chairman.

Motion: to approve by Doug Farr. Seconded by Jennifer Hurley, Treasurer.

Discussion: Confirmed the proposed October 2016 board meeting dates do not conflict with ULI's meeting. Spring 2015 board meeting minutes removed from the consent agenda for amendment.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. All in favor, motion passed.

3. Approve the Spring 2015 board meeting minutes – presented by Doug Farr, Chairman.

Motion: to approve the Spring 2015 board meeting minutes with addition of vote to approve the NACTO endorsement, by Ken Voigt. Seconded by Dan Slone.

Discussion: NACTO endorsement approved in the spring. CNU staff to put endorsement on letterhead and Lynn to sign.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. Matthew Lewis abstained. All in favor, motion passed.

** NACTO proposal was voted on, and approved, in March 2015. Winter Board Meeting [Notes](#) reflect this fact

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4. Approve the 2015-2017 Strategic Plan – presented by Lynn Richards, President & CEO.

Motion: by Lynn Richards to approve the 2015-2017 Strategic Plan including the following modifications:

- Shorter, tighter language
- More graphics
- Three strategic areas (combined 3 and 4)
 - Policy
 - Partnership
 - Municipalities
- Add competency section
- Highlight 5 areas of interest (guidance)
 - Project for Code Reform
 - HUD Financing Reform
 - Fire Codes
 - Transportation Reform
 - Suburban Retrofit
- Add equity/equitable development as crosscutting issue
- Remove Charter Awards
- Detail on member-led initiatives and existing MOUs
- Include language on the range of stakeholders (broader than the public sector)

Seconded by Dan Slone.

Discussion: Lead by Jennifer Hurley, Treasurer, the Board completed an exercise to prioritize the areas of interest (fire codes, suburban retrofit, project for code reform, health districts, climate change, HUD financing reform, and rapid urbanization) and help Lynn to prioritize her (and staff's) time. Laura Heery made a strong case for keeping project areas (Health Districts) with committed partners (CDC) in the Strategic Plan. Members may still take action/lead efforts in areas other than the 5 prioritized by the board (Ex. Lizz Plater-Zyberk and climate change; John Troti and rapid urbanization/international council). A inspirational and motivational public version of the Strategic Plan will be drafted following the finalizing of the Plan.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. All in favor, motion passed.

5. Approve formation of board task force to investigate where/how CNU might engage internationally – presented by Chris Elisara.

Motion: to create a task force lead by Chris Elisara and John Torti to report back at the March 2016 board meeting by Doug Farr. Seconded by Jennifer Hurley.

Discussion: CNU currently does not have an international presence and it hurts us locally and globally. Significant opportunity in this area.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. All in favor, motion passed.

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6. Approve process and criteria for program consolidation – presented by Lynn Richards.

Motion: to approve the following process and criteria for program consolidation by Jennifer Hurley, Treasurer. Seconded by Sarah Lewis.

Process

- CEO conducts negotiations (including formation of advisory committee, if needed) and due diligence, and presents proposal to the Executive Committee
- Executive Committee approves/disapproves, or decides to take discussion to the full board

Criteria

- Strengthens CNU
- Is mission-critical
- Neutral or net positive financial impact
- Meets all legal requirements
- Aligns with CNU's strategic plan

Discussion: CNU is in a position where other groups want to join forces. The board is responsible for the fiduciary health of the organization, and there are several legal rules we must abide by when formally consolidating programs.

Vote: Russ Preston, Erin Christensen, and Scott Polikov absent from vote. All in favor, motion passed.

FRIDAY, OCTOBER 9, 2015

Attendees

Board: Ken Voigt, Chris Elisara, Scott Bernstein, Jennifer Hurley - Treasurer, Lee Sobel, Sarah Lewis, Bob Chapman, Jack Davis, Doug Farr - Chair, Marcy McInelly – Vice Chair, Matthew Lewis, John Torti, Eliza Juliano, Laurie Volk, Dan Slone, Laura Heery, Lynn Richards – President & CEO, Russ Preston – Secretary, and Scott Polikov

Staff: Abby Sheridan, Alex McKeag, and Sam Warlick

Absent: Erin Christensen

1. Approve creation of ad hoc task force, lead by Russ Preston, to develop a strategy for corporate sponsorship and present plan to the Board in March 2016 – presented by Doug Farr, Chairman.

Motion: to approve the task force committee, by Doug Farr. Seconded by Jennifer Hurley.

Discussion: Lynn Richards and Russ Preston to sort list into buckets and identify strategy for pursuing leads. They will update their progress on the next Executive Committee call.

Vote: Erin Christensen and Scott Bernstein absent from vote. All in favor, motion passed.

(Matthew Lewis departed meeting)

(Scott Bernstein arrived at meeting)

2. Approve the Board Code of Conduct – presented by Dan Slone.

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Motion: to adopt the Board Code of Conduct recommended by the Governance Committee by Dan Slone. Seconded by Doug Farr.

Discussion:

Vote: Erin Christensen absent from vote. All in favor, motion passed.

3. Approve the Board Self-Evaluation and 360° review process – presented by Dan Slone.

Motion: to adopt the Board Self-Evaluation and 360° Review Process recommended by the Governance Committee by Dan Slone. Seconded by Doug Farr.

Discussion: The third party, possibly Board Source or another trusted outside consultant who can provide the board with feedback relative to other boards. Results will be delivered to the board in a setting that allows in person discussion, followed by board discussion and prioritization. This process will cost the organization \$1-\$5k annually.

Friendly Amendment: Board approves the budget line item, within reason, to cover the cost of evaluation.

Vote: Erin Christensen absent from vote. All in favor, motion passed.

4. Approve the CEO Self-Evaluation and 360° review process – presented by Dan Slone.

Motion: to adopt the CEO Self-Evaluation and 360° Review Process recommended by the Governance Committee, and lead by the Executive Committee, by Dan Slone. Seconded by Doug Farr.

Discussion: The CEO is responsible for handling staff feedback and evaluation. This process and outcome are independent from the CEO bonus, which is explicit in the contract, and will be handled by the Executive Committee.

Vote: Erin Christensen absent from vote. All in favor, motion passed.

5. Approve the Fellows Program Policy – presented by Dan Slone.

Motion: to adopt the Fellows Program Policy recommended by the Governance Committee by Dan Slone. Seconded by Doug Farr.

Discussion: CEO is responsible for policy implementation. CNU Fellows agenda item will be added to the Board meeting agendas in the future.

Vote: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

Motion: to approve the Founders to lead the selection of 2016 Fellows, and the creation of a defined Fellows selection process for future years (starting in 2017) by Eliza Juliano. Seconded by Jennifer Hurley.

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Discussion: As the board focuses on diversity, so should the Fellows selection. Seven fellows already identified for 2016.

Vote: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

Motion: Doug Farr to Chair a temporary task force to craft a “beautiful” charter for the Fellows program reflecting the adopted policy and recommend additional policies as contemplated in the adopted policy, by Doug Farr. Seconded by Sarah Lewis.

Discussion: The Charter was requested by the Fellows and should convey the information within the policy document, as well as honor the spirit of the program.

Vote: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

6. Approval of Virtual Attendance policy – presented by Dan Slone.

Motion: to adopt the Virtual Attendance Policy recommended by the Governance Committee by Dan Slone. Seconded by Sarah Lewis.

Discussion: CNU has updated its equipment within the constraints of the budget. The Executive Committee has the option to excuse someone from board meeting attendance under the Code of Conduct. This is an experiment and the policy may be revoked if it proves ineffective. The policy relates to the Board’s desire to increase diversity by allowing board meeting participation for those unable to pay for travel.

Friendly Amendment: Board members must confirm with staff five days in advance if (s)he plans to participate virtually to avoid incurring unnecessary costs.

Vote: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

7. Approval of Michaele Pride nomination – presented by Dan Slone.

Motion: to approve Michaele Pride as a new board member of the CNU effective immediately by Dan Slone. Seconded by Eliza Harris.

Discussion: “Effective immediately” means within a week. CEO to follow up with Michaele and begin briefing and orientation.

Vote: Erin Christensen and Matthew Lewis absent from vote. Chris Elisara abstained from vote. Motion passed by a majority (16 approved - Bob Chapman, Ken Voigt, Scott Polikov, Sarah Lewis, Eliza Juliano, Jack Davis, Doug Farr, Lynn Richards, Marcy McInelly, Jennifer Hurley, John Torti, Dan Slone, Scott Bernstein, Laurie Volk, Russ Preston, and Laura Heery).

Motion: to charge the Governance Committee with the creation of a set of criteria for future board members (effective immediately), by Doug Farr. Seconded by Eliza Juliano.

Vote: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

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(Matthew Lewis returned to meeting)

8. Approval of High Efficacy Board – presented by Dan Slone.

Motion 1: to approve the language in the document for a new governance structure for CNU, by Dan Slone. Seconded by Sarah Lewis.

Discussion 1: Governance Committee seeking endorsement of the idea, and the blessing to go forward. Approval is not wholesale.

Motion 2: to move the discussion be made confidential, by Scott Polikov. Seconded by Eliza Juliano.

Vote 2: Erin Christensen absent from vote. All in favor, motion passed.

Motion 3: to keep communications, including future conference calls on the subject, confidential, by Jennifer Hurley. Seconded by Laura Heery.

Discussion 3: Emeritus members must be made aware of confidentiality.

Vote 2: Erin Christensen absent from vote. All in favor, motion passed.

Motion 4: to refer the matter back to the Governance Committee for further consideration, by Scott Polikov. Seconded by John Torti.

Vote 4: Erin Christensen and Matthew Lewis absent from vote. All in favor, motion passed.

(Chris Elisara, Ken Voigt, Laura Heery departed)

9. Approve the creation of a Diversity Committee – presented by Dan Slone.

Motion: to approve the creation of a Diversity Committee, including Jennifer Hurley, Marcy McInelly, Dan Slone, and Michael Pride by Jennifer Hurley. Seconded by Laurie Volk.

Discussion: The board will undergo diversity training to open our minds to other groups and can be seen as an extension of who we are/what we've been doing all along. This subject will take substantial time at the next board meeting. A January 2016 board meeting was proposed to further the work of the Diversity committee.

Vote: Chris Elisara, Ken Voigt, Laura Heery, and Erin Christensen absent from vote. All in favor, motion passed.

Meeting adjourned at 4:43pm EST.

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TO DO LIST

Area	Action	Leader	Deadline	Completed
Board Mtgs	Send Doodle Poll for two (two-hour) phone calls on high efficacy board *may not need*	Abby	10/16/15	Not Needed
	Send Doodle Poll for January Board meeting	Abby	10/16/15	Completed
	Add action to board agenda asking for conflicts at the beginning of the meeting	Lynn & Abby	1/1/16	
	Add signing of Code of Conduct procedure to annual Conflict of Interest signing	Lynn & Abby	3/1/16	
	Add Fellows Update to future Board Agendas	Lynn & Abby	1/1/16	
	Add NACTO endorsement to CNU 23 Board meeting minutes and publish	Abby	10/23/15	Vote in March 2015 – in minutes
Board	Notify Emeritus Members that discussion of board changes is a confidential conversation	Lynn	10/16/15	
	Onboard new board member Michaele Pride	Lynn & Dan	10/31/15	Completed
Fund-raising	Review Eco Districts sponsors for board connections	Sam	1/1/16	
	Scan fundraising sheets and share with Lynn/Russ	Abby	10/13/15	10/13/15
	Analyze list of Corporate Partner Prospects and determine next steps for presentation to Exec com	Lynn & Russ	??	
Strategic Plan	Email .doc version of Strat Plan to board. Solicit comments for final version	Lynn	10/16/15	9/15/15
	Clarify “how” member-led efforts are incubated	Lynn & Eliza	1/1/16	
	Write section on competencies for Strat Plan	Lynn & Scott B		
	Send strategic plan edits to Lynn	Board	11/6/15	
	Interpret final Strat Plan into inspirational document for website	Jack & Sam	12/31/15	
Other	Draft NACTO Endorsement Letter	Alex & Sam	10/23/15	

January 2016 Board Agenda

1. Diversity
2. Governance
3. 60 minute Board fund raising calls