

Board of Directors Meeting – March 7, 2013

Attendees: Scott Bernstein, Robert Chapman, Jack Davis, Ellen Dunham-Jones, Doug Farr, Laura Heery, Eliza Harris, Doug Kelbaugh, John Massengale, Steve Maun, Mathew McElroy, Marcy McNelly, John Norquist, Russ Preston, and Dan Slone

Staff: Heather Smith, Abby Bouzan-Kaloustian, Caitlin Ghoshal, Melinda Martinez and Sandrine Milanello (via conference)

Guest: David Grossberg – Schiff & Hardin LLC, Mike Hathorne – CNU21 Program Chair (via conference)

Chair Introduction

Welcome and come to order by Ellen. The Board reviewed the fall meeting notes and made corrections. Approval of the meeting notes was discussed and a motion was proposed:

Jack moved to revise minutes to be more compact. John N amended that the long form notes would go to Miami for archive. All in favor. None opposed.

The notes will be reviewed for approval in May and will be posted to the website after that time.

President's Report

John reconfirmed that more compact action focused minutes will be sent out in the future. John reported Peter Katz and his group want to focus on local government but hasn't quite made it; it's a question of engagement. The transportation group is well developed and doing things that are important for members and advancing the charter.

Dan pointed out many are confused and need more clarity about which discussions are mission oriented, and the process for moving discussions forward into initiatives. (see detailed board notes for this discussion)

Treasurer's Report

Jack presented on behalf of the Treasurer, summarizing the 2012 financial strategy and outcomes, and the 2013 status to date. Discussion shifted to revenue diversification and Steve M proposed the hiring of a fundraising professional to specifically assist in local congress fundraising and lead to more financial stability. Discussion of strategy and business plan included suggestions about modifying the way to approach Congress fundraising (more focus on initiative advancement) and more focus on initiative summits (Transportation summit) as fundraising tools.

Russ moved to accept the treasurer's report, Dan seconded. All agreed, none opposed or abstained.

Fundraising

Caitlin presented 2012 results, 2013 status to date and how we're approaching fundraising differently going forward. The overall fundraising strategy will include:

1. Maximization of amount and frequency of donations
2. Building a sustainable income strategy
3. Expanding the donor pool
4. Board Cultivation

These strategies will help strengthen current income sources and explore new options (endowment, establish board of advisors, corporate and government grants, technical assistance and charter workshops).

Endowment

Robert introduced himself and presented his idea for the creation of a foundation/endowment (Foundation for the Congress for the New Urbanism) for CNU, and commitment to a multi-year capital campaign with a proposed goal of raising \$20 million. Creation of this foundation/endowment would include creation of a separate Board, bylaws, and 501(c)3. Additionally, a Board of Advisors was discussed as a means to raise CNU's profile and assist in fundraising efforts.

Concerns raised about cost of set up, necessity for fundraising, name is a mouthful,

Motions:

Authorize the creation of a foundation (need bylaws and separate board, may be some overlap with current CNU board); authorize the planning for a capital campaign; authorize the creation of a board of advisors. Doug moved, Dan seconded.

Revised: Authorize the Executive Committee, Bob C and Dan S to come back to the board with a more structured framework to answer questions. Take away, work on, and bring to Salt Lake.

Doug K suggested a friendly amendment, that the decision be delayed until after the discussion of the Futures Committee, which will include the possible formation of an institute.

Motion: Approve going forward with the creation of a foundation, or similar instrument, subject to the ID of it's appropriate integration into the organization and possible related organizational move and subject to the approval of a capital campaign, which will be discussed at next board meeting in Salt Lake City.

(The foundation will not be created until details are clarified, and the capital campaign decision will come at a later date).

Ellen called for a vote. All in favor, none opposed and none abstained.

Per Doug K and Dan's suggestion, the board will revisit the motion at the end of the meeting.

Nominations & Governance

Steve M presented the results of the 2013 Call for Candidates, zero applicants. Feedback suggests that the increased give/get requirement (\$10,000) may have dissuaded possible applicants. The Nominations Committee proposed an extension of the Call for Candidates to April 15 and a reduction in the give/get requirement to \$5,000. To make this call extension work, CNU board members were asked to help with outreach and encouragement. Future recommendations included an earlier launch of the call to avoid conflicting with Congress deadlines.

Steve also presented the need to modify the Bylaws to expand the Board (to allow for election of 3 individuals in 2013).

Ellen proposed approval of both action items as listed. Doug K seconded. Additional discussion followed.

Motion: Dan proposed that the total Board term cap (8 years), needs to be examined and revised in the future. All in favor. None opposed. No abstentions.

Motion: Authorize a committee to create a board of advisors that would be outside the board of directors, listed on the masthead (list TBD), to help brand CNU's diversity, interest and functions.

Amendment: Board review and have final objection rights.

The Board of Advisors could help with fundraising. We need to flush out the benefits for participants.

Motion: Authorize the Nominations and Governance Committee to flush out proposal for the creation of a Board of Advisors, possibly in coordination with the initiative advisors and foundation.

Initially the Board of Advisors will be treated as a committee under Section 17 of the Bylaws, but may require Bylaw revisions in the future when the framework, including benefits, role and responsibility, is confirmed.

Motion: straw poll. Do people support the idea of an advisory board? All approved. None opposed, none abstained.

Discussion of *Better! Cities & Towns* tabled until Friday

Charter Awards

Doug F shared feedback from the Charter Awards Jury meeting and his experience as Jury Chair. Doug views the Charter Awards as our MOST underutilized effort. We collect information that paints a picture of the state of the practice, and do nothing with it after the Jury meeting. To right this wrong, Doug proposed publishing the submissions of all winners to better educate members on how to tell a compelling story. Doug also suggested a partnership (Google), fundraising and educational opportunity to create a Google layer for Charter Awards plans and projects.

Several lessons were learned from the first year of digital submissions and those lessons will be incorporated into the 2014 all. Outreach and marketing (local and national; pre and post) is an area of opportunity and Doug intends to focus on this aspect, among others, in his service as Charter Awards Board liaison in 2014. Consideration will be given to schedule changes to allow for an earlier and longer call for submissions to capitalize on current jury's excitement; digital book format for increased distribution (all CNU members, 50 largest city mayors, etc); lower print run to charge for copies or print-on-demand option.

Congress Updates: Sandrine Milanello and Mike Hathorne joined via conference call.

CNU 21

80 people registered to date. This is on par with past years registration. A few national exhibitors have declined due to budget constraints.

Promotions and Outreach: Website is up, advertising in magazines, announcements being done. We are focusing on e-blasts and working with allies to get the word out.

Events: All events are free this year. Opening plenary is Wednesday night. Thursday events include orientation breakfast for first time attendees. The Charter Awards have been moved to the evening. Mike Hathorne is arranging concert by the Tabernacle Choir free of charge. Chapter meet-ups will be on Friday. Saturday night closing event will be at Granery Row's opening night and will also be a free event.

Program: Review of program on page 32 of board packet. There will be 10 different 202 sessions.

CNU 22

The dates for Buffalo will June 4th to 7th, 2014 and will be held at the convention center. All Committee Chairs are in place and the marketing has begun. The theme is "Resilient Cities" and will have more information in Fall. Work has already begun on selecting plenary speakers.

Bill Tuyn and George Grasser are reaching out across the Canadian border.

CNU 23

Sandrine went to Dallas/Fort Worth in February and visited a few locations. The LHC feels they cannot have the Congress in only one city. They would like to do a 1-day event in either Fort Worth or Dallas (depending on location of Congress). Fort Worth is actively pursuing to be the host city. A decision will be made by late April.

Ellen feels strongly about empowering LHC's fundraising abilities. Sandrine reported LHC looking to see what kind of support they will receive from each city.

Ellen and John will follow-up on a call with LHC.

Initiative Committee Reports

Each Committee was given an opportunity to report out on activities, and/or reminded of the charges written by the Board Chair:

Nominations & Governance Committee: No report. Charged with considering term limits for chapter chairs, etc.

Finance Committee: No report. No specific charges beyond ongoing work.

Development Committee: Charged with ongoing work, the integration of initiatives to the fundraising strategy and incorporation of membership.

CNU-A Committee: Charged with the export of the El Paso project. The first opportunity is in Austin, TX. They have permission from their city government to proceed. Mathew and a staff member will go out to train the first few times. Possibly target cities that have hosted CNU. Committee looking for additional members, Peter Katz suggested, for the connection to the proposed Local Governments Initiative; Charles Green; Rick Hall; Hazel Borys. A meeting will take place at the Congress between CNU (John and Mathew), the University of Miami (Chuck Bohl) and others (Hazel Borys, Charles Green) to further the course expansion discussion.

Communications Committee: Charged with initiating regular meetings with staff (new Communications Director, Tim Halbur, scheduled to start March 25); assist with website and charter book image collection. John M reported that a Google list was created and a list of materials to review needs to be generated.

Future of CNU Committee: Doug K presented some of the discussion to date, of the committee (Russ, Eliza, Scott, Dhuru, Jennifer and Doug K). Several large-scale issues were discussed (health, climate change, street design and deforestation, inequality of wealth and opportunity

Eliza walked the Board through a chart and asked everyone to consider what CNU does more/better than others?

Future of the Congresses: Eliza asked for feedback based on the recommendations (art room, open innovation, etc).

Board of Directors Meeting – March 8, 2013

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Staff: Heather Smith, Abby Bouzan-Kaloustian, Caitlin Ghoshal, and Melinda Martinez

Guests: Andre Ashmore – IL DOT, Bola Delano – IL DOT, and Mitchell Silver – APA

Review of Board Meeting dates

Spring 2013 CONFIRMED – Wednesday, May 29th at CNU 21 at 12:00 pm to 1:45 pm – Lunch will be served.

Fall 2013 CONFIRMED – Friday and Saturday, Oct. 4th & 5th in Buffalo, NY. Meeting location TBD

Winter 2014 – Friday and Saturday, March 7 – 8, 2014 in Chicago, IL – CONFIRMED

Spring 2014 – Wednesday, June 4, 2014 at CNU 22 in Buffalo, NY – CONFIRMED

Fall 2014 – Thursday and Friday, October 9 – 10, 2014 in Dallas, TX – CONFIRMED

Better! Cities & Towns

CNU and Rob are scheduled to discuss future relations, with the current contract scheduled to expire on March 31, 2013. Russ, Jack, Scott B all offered to advise and participate in the conversation. A straw poll showed that everyone thinks *B/C&T* is relevant and would like to see distribution increase. Suggested free one-year electronic subscriptions to groups like APA, ULI, AIA, City Councils and local officials, etc.

Fundraising Revisited

Cait, John, Ellen and Bob spoke with a fundraising professional (Brian Saber) before day 2 about a possible CNU endowment and the process (3-6 months for study; 6-12 months for “quiet period” assemble lead gifts; 2-3 year campaign). Brian’s fees start around \$20k. Kickstarter was suggested as a possible means for fundraising the \$20k.

Initiatives

Laura and Dan presented a summary from the October meeting, as well as a proposal for revisions to the current Initiatives process.

October Meeting Actions:

- Retired Visitability & Accessibility
- Continued L/W/W, Sprawl Retrofit, Resilient & Sustainable Communities (LEED & Rainwater), Project for Transportation Reform
- Proposed for approval: Local Governance (no conclusion)
- Approved but without a webpage or listing under initiatives: CNU+CDC: Health Districts, New Urbanism in China, Tactical Urbanism

Agreed that CNU-A not an initiative. All initiatives, the more they get organized, the more they’ll be able to contribute to content in the CNU-A exam.

Resilient Communities, formerly Low Carbon Communities. AIA wants to create curriculum on Community Resilience. In 1st stages of collaboration with AIA.

Emerging initiatives: zoning code reform

Revenue gap. Initiative gap can help drive membership and make up this gap.

Proposed: Board of Advisors to engage with Initiative by topic and expertise (ex. Dick Jackson invited to Board of advisors for health districts)

Ex. ULI council members.

Suggest \$500 donation per council member

In 1 year: 10 initiatives x 30 advisors = 300 new or renewed members. 300 initiative advisors x 40 = \$12000 or x 200 = \$60000

Dan presented

Oct was supposed to clarify, following up now.

Board responsibilities re: initiatives

1. Board reviews/approves initiatives recommended by initiative chairs and staff to be new, emerging, continued or retired. Board may generate certain strategic initiatives to augment the CNU "profile"; initiatives need member support & board liaisons to qualify for board review; staff time, expense, workplans for initiatives are the responsibility of the CEO, with input from initiative chairs and board liaisons re: strategic value, fundability and feasibility.
2. Board approves initiative chairs who identify co-chairs, initiative advisors and working groups (consider chair training)
3. Chairs encouraged to populate initiative advisors and working groups with cross-sector, cross discipline and diverse expertise; capabilities for under writing requests, web content, written updates, graphic production; outreach to prospective funding partners allied organizations.

CNU member projects

CNU initiative (new, emerging, continued, retired)

CNU strategic initiative

John N suggested that the board chair would approve the chairs. Dan suggests the Exec Committee approve those recommendations.

John M asked about the annual initiative cycle – annual report (but allows rolling applications).

Laura said the guidelines don't include the strategic process.

Initiative Chairs have been self-appointed in the past.

Nominations Committee is charged with defining the terms for Initiative Chairs and Initiative Advisors.

Cait: In the annual report process, it would be helpful to ID initiative chairs then, to streamline the process.

Reason to tighten – have at least 1 person feel they're accountable, and potentially minimize staff time.

Russ: there's not carrot (Mike Lydon/Tactical Urbanism example)

Maybe Mike shouldn't be the initiative chair for TU

Initiative Chair encouraged and required to have co-chairs (someone will fill out the form).

Laura is identifying individuals that can help with fundraising to be part of the chairs or advisors list.

Need communications tools: Define initiatives and 1 pager per initiative. – Could these be a product of the survey money each year?

Motion: approve the attachment of 1-pg description (handout) to the initiatives description. Board will assist in finding initiative chairs and advisors.

Marcy's comment as an initiative chair: 1 and 3 work well, and won't hinder current work. #2 seems overly managed and possibly hindering the initiative process.

Items 1, 2 and 3 are up for vote, bullets are advisory language, but not required.

*Initiative chairs or participants don't have the authority to go into written agreements on behalf of CNU

Motion: Approve #1-3 and footnote; attach to the initiatives description. Ultimately, the board will support the identification of advisors.

All in favor. None opposed. None abstained.

John M & Victor D: pre initiative proposal

Co-authored a book on street design (now in production). Focused on rural/urban transect and making it into a 3 part transect: rural/suburban/urban. Don't fight all the battles at one time. Take on the 10% urban and present a different set of standards. Issue arose at 2012 transportation summit. Conversations with former AASHTO head. Ray LaHood said last week that DOT would work on standards for AASHTO. Talk to the smart growth people at DOT. Schedule meeting with John N, John M, Victor, Rick Hall and DOT folks.

This has been a goal of many CNU members from the beginning. Missing the free permission to make livable, walkable, urban neighborhoods with the blessings of places like AASHTO.

Not proposed as an initiative.

Victor and John M will present at the next Congress.

Potential ally – ASLA, NACTO

Local Governance Proposal

Cait presented

Peter Katz and Emily Brown had over 40 people attend an open source session at CNU 20 and compiled an initiative proposal.

Goals: bring NU development models and best practices to local governments.

Cait recommends approving the proposal, but with the recognition that more development and flushing out of details is needed. Cait sees this as an emerging initiative and that time is needed to collect more information.

Ellen feels the definition and process are still unclear, but the topic is popular.

Could be a good opportunity to engage with local governments and tie to the CNU-A.

Resource prioritization (staff time) is a concern.

Goals seem abstract and undefined. What are the products?

Could we tie the distribution of B!C&T to this initiative?

Emerging Initiative. Board would be more excited if the focus was on Fiscal Responsibility of Local Governments. Looking for more specific deliverables (distribution of B!C&T to this initiative).

Suggested deliverables:

1. Connect to CNU-A
2. Assist in the distribution of B!C&T
3. ??

IL-DOT Prep

Marcy talked to the board about the CSS training held with the IL DOT in preparation for a noontime discussion regarding the February training and how to move forward with adoption of the manual by the IL DOT.

Issues to adoption

IL adopted context sensitive solutions and complete streets recently

It was eye opening that they saw urban design placemaking, did fit in with the CSS and Complete Streets. May cause a problem with adoption of the CNU/ITE manual.

Looked at context sensitive solutions in a public forum and essentially use complete streets to widen streets and/or add bikes and cars.

We want them to adopt the ITE manual, but we want them to see the differences between it and what they've adopted. We're promoting placemaking and economic value. (Message heard via the training).

Complete streets are a "place" and contributing to the economic value of those places – brand new ideas to the training group.

Complete streets adopted by all states. Barbara left CS. Could be room for CNU to redefine CS.

Small Group Brainstorming

1. Board advisors
2. Initiative advisors
3. Foundation Board advisors

Consider characteristics of (board) advisors

Eliza: categories of initiatives and definition of expectations and deliverables. Drafting and sending around for review

Steve M: board of advisors, not people who will write a check, but they are bait. Brand CNU to assist fundraising and give CNU status with funders and corporations.

Profile: diversity, national visibility, op-ed ability; credibility; status; leaders in perspective field and have status.

Areas: affordability; political; star power; CEO; health; writer (Robert Caro); green/environmental; architecture; planning

Each board member presented their suggested names. See detailed board meeting notes for names.

Lunch Guests – IL DOT, - Andre Ashmore, Deputy Secretary and Bola Delano, Deputy Director, Office of Planning & Programming

Andre opened discussion by reporting the ITE manual training received high marks from IL DOT staff, then discussed work IL DOT is doing: IL currently pursuing roundabouts and was first state to pass CSS law. Multi-year plan is split 50/50 between 2 key projects: 1. Willow Road/Rt 43 to I94 is a 2-mile stretch thru Village of Northfield to the project in construction phase. 2. Elgin O'Hare – 27 communities, 2 counties – 120-mile study area.

Bola led discussion on IL DOT's work planning its 1st multi modal plan. The department is recruiting planners, putting together an advisory group, conducting training sessions, and preparing talking points. This is gradually changing the culture. Bola would like to see CNU on the advisory group. Everyone linking together will gradually change the culture. Ex: part of the plan includes a bike plan and will include lots of pieces of the manual. In past, highways have been focus for many years and now referring to it as "Transportation District". Change is beginning but is still in early stages.

Discussion with Mitch Silver – (Victor Dover joined via conference call)

APA is an education organization. Mitch is interested in finding ways CNU and APA can work together. There are some reciprocal mission misunderstandings, but this situation is getting better. Seeing more alignment at the Chapter level (Wisconsin, North Carolina), hoping this is a start to a better relationship. APA's strategic plan will run until Sept 30, 2013, and Bill Anderson's plan will go into effect on Oct 1. Mitch steps down from APA in 40 days, but will stay on the board for 1 year.

During discussion CNU Board presented 3 asks to APA:

1st: ITE street guide not produced by APA. Would APA consider formerly embracing it in partnership with ITE?

2nd: Housing Finance/FHA/Fannie Mae, Freddie Mac/HUD 21 restrictions and regulations make it hard/impossible to rebuild "Mayberry". CNU would like APA to be a partner on this initiative.

3rd: Better! Cities & Towns (formerly New Urban News) is struggling economically. Would APA be willing to give subscription to their members to help raise the subscriber numbers? CNU to cover cost.

The staff was dismissed and the Board went into Executive Session.