



**NATIONAL LANDING BID**  
**Board Meeting – Interim**  
**Wednesday, March 22, 2023, 9:00-9:30am**  
**Virtual Meeting**

**Minutes**

Members Present: Matthew Bowyer, Stacey Brayboy, Robin Burke, Mark Carrier, Gary Cook, Aubrey Dennis-King, Richard Fernicola, Judy Freshman, Kingdon Gould, Charles Hill, Jack Kelly, Freddie Lutz, Elizabeth King, Glenda MacMullin, Donna Marquez, Shyam Patel, Robert Peck, Abbey Oklak, Patrick Phillippi, Harmar Thompson, Pamela Van Hine, Andy VanHorn

Members Absent: Kimberly Driggins, Nora Dweck-McMullen, Shannon Flanagan-Watson, Sahil Rahman, Regina Rees

Staff Present: Mai Abdelaziz, Tracy Sayegh Gabriel, Robert Mandle, Malaika Scriven, Ben Wills

Guests: Judith Kim, Venable; Ked Whitmore, Venable

**Welcome & Introductions**

- Chair Jack Kelly called the meeting to order
- Kelly offered a welcome to new Board Director, Stacey Brayboy from March of Dimes
- Kelly outlined the agenda for the meeting

**FY2024 Board of Directors Replacements and Elections**

- Expiring Terms
  - Nominating Committee charged with introducing a slate of candidates for the FY2024 Board of Directors
  - Board has designated, as in years past, the Executive Committee as the Nominating Committee
  - Nominating Committee met on Wednesday, March 15<sup>th</sup> to discuss resignations, potential nominations and swaps
  - As a reminder, Directors serve three year terms with one set of three classes up for reelection each year
  - This year, Class 1 Directors terms end on June 30<sup>th</sup>, 2023
  - All but one Director, Matt Bowyer, has expressed interest in continuing to serve on the Board for another three-year term
    - Kelly thanked Bowyer for his service noting his service as co-chair of the retired Potomac Yard Committee
- Vacant/Replacement Director Seats
  - As a reminder, vacated seats can be filled by a vote of the board, but must be formally nominated via the slate and approved by the BID membership at the annual meeting
  - With Todd Yeatts' departure from the Board last November, Nominating Committee consensus for Boeing to continue to be represented on the Board
    - Committee recommends Joseph Oyler to fill this seat
    - Oyler is Senior Manager of State & Local Government Operations at Boeing and a veteran

- JBG SMITH determined that a representative from its office leasing side would be most useful for the Board given current market conditions
  - Shyam Patel will be departing the board with Andrea Murray, Senior VP at JBG SMITH has been recommended to replace
  - Kelly thanked Shyam for his contributions during his short tenure and hopes he continues to support work on the Wayfinding Committee
  - Nominating Committee consensus agreement on her nomination and sees value in her office leasing experience
- **Motion to Elect Joseph Oyler and Andrea Murray to the Board for the remainder of FY2023**
  - **Motion to approve by Glenda MacMullin**
  - **Seconded by Andy VanHorn**
  - **No Discussion**
  - **Approved Unanimously**
- FY2024 Board of Directors Slate
  - The proposed FY204 Board of Directors Slate was shared with the Board via email (see attached for reference)
  - Slate meets bylaws requirements for 60 percent representation from Assessed owners
  - Also meets almost all business plan guidance for geographies and market sectors with exception for arts and culture representation and geographic representation from Potomac Yard
  - The seat previously held by Synetic and the seat being vacated by Matt Bowyer are to remain vacant as the BID and Nominating Committee continue to pursue targeted replacement
  - Conversations remain on-going with both Synetic Theater and APAH and outreach continues to Potomac Yard stakeholders
  - BID will also conduct a follow-up voluntary census of the board to continue to track metrics on gender identity and racial diversity
  - **Motion to Approve the FY2024 Board of Directors Slate**
    - **Motion to approve by Robin Burke**
    - **Seconded by Glenda MacMullin**
    - **No Discussion**
    - **Approved Unanimously**
- FY2024 Board Officers
  - The Nominating Committee has also presented proposed FY2024 Board Officers
    - Jack Kelly and Andy VanHorn to remain Chair and Vice-Chair, respectively
    - Kimberly Driggins nominated for Secretary
    - Robbie Peck and Freddie will remain as at-large members of the Executive Committee
    - Donna Marquez of the Hyatt Regency has also been nominated to join the Executive Committee at-large member bringing a hotel voice
    - Conversations continue around the Treasurer role and open to self-nominations
  - **Motion to Approve the FY2024 Board of Directors Officers**
    - **Motion to approve by Glenda MacMullin**
    - **Seconded by Stacey Brayboy**
    - **No Discussion**

- **Approved Unanimously**

### **Bylaws Amendments**

- Board had previously approved BID's recommendation to explore amendments to enabling additional Non-Voting seats to groups/entities located not within the BID Boundary, but geographically adjacent to the BID and aligned interests in BID mission (MWAA, Virginia Tech, Pentagon, etc)
- BID also sought to eliminate the requirement for the Board to approve a Slate at least 60-days prior to the annual meeting to allow for the vote to occur during the normal April Q4 meeting
- Per counsel recommendations, also made a series of additional revisions to reflect best practice and clarify language
- Gabriel noted two comments from Shannon Flannagan-Watson:
  - Request to correct the bylaws to state that the Arlington County Board appoints a Voting Director to the BID Board, not the County Manager
  - Sought clarification around the suggestion to add "posting on the website" as sufficient to meet Board Meeting notice requirements for BID membership
    - Counsel had recommended elimination of the notice requirement for voting members entirely since it is not required by law, but BID staff requested it remain for transparency and that the means of notice should remain a question of process for further discussion
- **Motion to Approve the Bylaws Amendments**
  - **Motion to approve by Glenda MacMullen**
  - **Seconded by Robbie Peck**
  - **No Discussion**
  - **Approved Unanimously**

### **Seattle Study Tour Debrief**

- Gabriel thanked the study tour for joining
- Patrick Phillippi noted that Met Park is close to opening – May/June
  - Phase 1 has the capacity for 13,000 employees – 5,000 more than currently employed (8,000)
  - Despite Pen Place news, the area will feel busy and activated, much like South Lake Union, this summer
- BID to share talking points around Amazon's Phase 1 opening and media around Phase 2
- Mark Carrier asked about opportunity for the Board to tour Met Park

### **Strategic Plan Update**

- BID shared timeline for Strategic Plan with goal for delivery of final plan at Annual Meeting
- BID to host a Strategic Plan Workshop as part of the Q4 Board of Directors Meeting on Wednesday, April 26<sup>th</sup>
  - Workshop to run from 9am to 11:30am
  - Board meeting to run from 11:30am to 12:30pm and will include lunch
  - Details to be shared shortly

### **Closing**

- Meeting concluded promptly at 9:30am