

**FY2020 Crystal City BID Board of Directors Special Meeting
Official Meeting 63**

Wednesday, March 18, 2020, 9:00 am
Conference Call

Minutes

Members Present: Andy VanHorn (Chair), Doug Abbot, Kara Milkovich Alter, Robin Burke, Crystal Christmas, Jay Corbalis, Nora Dweck-McMullen, Brian Grant, Alan Haskel, Freddie Lutz, Glenda MacMullin, Suzie Sabatier, Harmar Thompson, Todd Yeatts

Ex-Officio Members Present: Shannon Flanagan-Watson, Emily Cassell, Pamela Van Hine

Staff Present: Tracy Sayegh Gabriel (executive director), Mai Abdelaziz, Jasmine Gipson, Robert Mandle

Others Present: Kedrick Whitmore (Counsel)

Members Absent: Christer Ahl, Derrick Morrow (Treasurer), Kingdon Gould III, Josh Lustig, Brian Moore, David Stern

Welcome & Introductions

- Board Chair, VanHorn, called the meeting to order at 9:04 a.m. and a quorum was established.

Nominations: FY 2021 Proposed Board Slate

- Chair VanHorn gave an overview of the nominating committee and the new member application process for FY 2021.
- Chair VanHorn notes the nominating committee sought to create a board with a minimum mix of 60% property owner representation; representation from each geography (Crystal City, Pentagon City, Potomac Yard-Arlington); varied sector representation including a representative each from the culture, technology, and nonprofit sectors; and increased gender and racial diversity of the board.
- In addition to the nominating committee's recommendations, the executive board recommended establishing formal ex-officio seats for two civic associations, Aurora Highlands Civic Association and Crystal City Civic Association, and promoting the seat of Shannon Flanagan-Watson (Arlington County) to a voting director seat.
- To accommodate the need to include new directors from the BID's expanded geography, the executive committee recommends lowering the number of representatives from Gould Properties and JBG SMITH.
- Those stepping down from the board include Jay Corbalis (JBG SMITH), Alan Haskel (PBS), and Doug Abbott (Gould Properties). Their contributions were recognized by the board.
- Discussion:
 - Doug Abbott noted his disapproval of having gender diversity as a board diversity goal and expressed his dissent about the criteria utilized for evaluating nominations.
 - The Executive Director noted that the BID was following national best practices in board management in terms of developing an inclusive board.

- Abbott acknowledged that he discussed his nomination with the Executive Director and understood the need to scale back the number of seats for Gould in line with other owners but still dissented on the slate and approach.
- Approval of FY 2021 Proposed Board Slate:
 - Motion made by Glenda MacMullin, seconded by Brian Grant, and approved; Abbott was the only dissenting vote.

By-laws Amendments

- Chair VanHorn gave an overview of proposed changes to the BID By-laws circulated to Board members in advance of the meeting including:
 - Incorporating the change of the name of the organization to National Land BID
 - Adding a definition of Ex-Officio Director that clarifies their advisory role and that they do not count towards the 26 maximum board member count
 - Clarifying the member voting process for the annual mailing and annual meeting
 - Adding corrected or clarified language per the recommendation of Venable
- BID is working with Venable on a draft amendment to allow virtual voting during extenuating circumstances like the current emergency
- Discussion
 - Flanagan-Watson asked that the county attorney review the emergency amendment to ensure the BID is consistent with County policy changes occurring to allow similar provisions for county meetings.
 - Chair VanHorn stated the BID would work with the county attorney and follow up with an email to the BID Board of Directors to administer an electronic vote on the by-law amendments.
- Approval of By-laws amendments as discussed:
 - Motion made by Nora Dweck-McMullen, seconded by Doug Abbott and approved.

Annual Meeting

- The BID was aiming for a mid-May Annual Meeting and Brand launch. Due to the potential for federal guidance against large gatherings to prevent COVID-19 spread to still be in effect at the original timing, the BID is proposing moving the Annual Meeting date to Monday, June 22.
- The BID is planning to only host the quorum needed for an in-person vote and will continue to assess the circumstance should an in-person meeting not be feasible at this new date.

BID Operations and Covid-19 Response

- Pam VanHine: Aurora Highlands Civic Association member, Kari Klaus, is coordinating information on which businesses remain open.
- Shannon Flanagan-Watson: Arlington County has asked for all restaurants to close in-house service to patrons, but to-go operations are encouraged. The county is producing a centralized list of open and closed restaurants on the county website. Businesses should reach out to AED with updates. AED is specifically trying to conduct benchmarking on the impact to hotels. The county has Bizlaunch resources and offers one on one virtual appointments with county staff.
- Emily Cassell: Arlington County is sending a weekly survey to the hospitality industry. Crystal and Shannon will be participating in a virtual roundtable discussion for hotels to convey their issues and concerns to AED. The Arlington Chamber of Commerce is also collecting questions from businesses.

- Freddie: Made note that he feels 23rd Street businesses are getting mixed messages from the County. Some restaurants are closed for greater good and others remain open.
- Tracy Gabriel: The BID sent two surveys: one for general businesses and one for restaurants. The BID will attend Senator Ebbins's call for a Virginia small business conference call that day.
- Chair VanHorn: The BID is looking for flexibility in the BID budget to reallocate funds to serve the community during the COVID-19 emergency. The BID and Executive Committee will work with the county manager to see what is possible.

FY2020 KEY DATES - ANDY (CLOSING) – 10AM

- The Fourth Quarter 2020 Board Meeting will take place via phone: Wed, April 22, 2020

The meeting adjourned at 9:53 a.m.