

**Board of Directors Meeting**  
**Citizens for a Loring Park Community (CLPC)**  
**Wednesday, Oct. 11th, 2006; 6:30-8:00 p.m.**  
**Loring Park Office Building, 430 Oak Grove, Room #207**

**Board members present:** Neil Carlson, Becky Gullickson, Pat Hafvenstein, Liz Hutter, Ela Rausch, Terry Thompson, John Van Heel.

**Board members absent:** Joshua Callington, Robert Cook, Mike Marn

**Guest:** Michelle Bruch from the *Downtown Journal*; Lisa Goodman, Council Member; Eve Bornstein, NRP Tax Attorney

**Staff:** Jana Metge, CLPC Coordinator

**I. Call to Order** (John Van Heel)

**Motion** by Neil to approve agenda for the board of directors meeting. Seconded by Terry.

*Passed unanimously*

**Motion** by Terry to approve September's Board Meeting minutes. Seconded by Becky.

*Passed unanimously*

**II. Announcements**

1. Dec. 1<sup>st</sup>—CLPC fundraiser. Curry Dinner hosted by Pat Hafvenstein, 228 Clifton Ave; 5-9 pm

2. NRP Policy Board election—Tuesday, December 12, 6:30-8:30 @ the Crown Roller Building.

Becky is running as an at-large member. Everyone on the board is encouraged to attend.

**Motion** by Pat to approve Terry as the CLPC representative and Ela as an alternate to the NRP Policy Board election. Seconded by Neil.

*Passed unanimously*

**II. Reports from Council Member Goodman**

1. Handouts: Announcement for Minneapolis Energy Fairs, Availability of Salvaged Paving Bricks/Stones, Summary of bonding bill adopted by the 2006 legislature, and "A Request for Letter of Interest for Community-Based Projects" from Mayor R.T. Rybak's Great City Design Teams

2. Lunch with Lisa, Oct. 25<sup>th</sup> @ Willy's—one board member requested about the possibility for a breakfast meeting

3. Groundbreaking for Eitel site Oct. 25<sup>th</sup> @ 9:30 am

4. With respect to the Loring Hill design guidelines, the guidelines could be factored into the 2010 plan as the guidelines address issues other than height. Clarified the Shoreland Overlay as a criteria developers must demonstrate being able to meet regarding proper storm water runoff

**III. Discussion with Eve Bornstein** regarding state mandated laws affecting responsibilities of board members for non-profit groups.

- According to nonprofit law, organizations must have a Board of Directors that is the corporation; the Board (1) must protect the organization's assets and use them in accordance with furtherance of the organization's mission, (2) oversee the day-to-day activities of the organization.

▪ *Duty of Care:* the kind of actions any prudent person practices—showing up for meetings, etc.  
*Duty of Loyalty:* ensures that the best interest of the corporation are met and carried out through the organization's activities

*Duty of Obedience:* board member complies with and makes the organization comply with rules and decisions; don't do anything illegal

- Best interests of the corporation attained by working together—board members must believe

in the organization's mission, although they may differ with respect to ways of putting it into action

- By-laws: laws decided by the organization and these should reflect the organizations' unique identity.
- To make decisions in the best interests of the corporation, draw upon the different skills of each board member
- Conflicts of Interest: despite the phrase's negative associations, it is intended to ensure that decisions are made in the best interests of the corporation
  - The board decides the conflict of interest. Everybody is aware of divided loyalties—can remove those with conflicts and allow a supermajority to decide.
  - As a group, respect that information is proprietary and give loyalty to confidences
  - Whatever the board determines by way of disclosure, it should be done with the understanding that it is to ensue that the board makes a better decision
  - Make aware of divided loyalties; board should decide who is going to participate, and always be able to answer confidently and with assurance that the decision is in the best interest of the corporation.
- Collective decision of the group is the right decision.
- A removal process could be initiated if a board member is not following policy
- Establish a litmus test or criteria that an action must pass so as not to violate laws and can not be interpreted in many ways.
- When do your duties as a board member infringe on your rights as a private citizen?
  - There is no change except for when a board member is at the table and on corporate business. As a resident in the community, board members can sign petitions, talk to people, and so forth, but they should not use his/her clout as a board member unless the organization deems it acceptable. For identification purposes, the member could state they are acting/speaking "in my individual capacity"
- What responsibility do you have to the corporation when you think that the corporation has made a mistake?
  - One should not air the organization's dirty laundry, so to speak. If you do not personally agree, you may offer reasons but not reasons that reveal the board's confidences because it negatively impacts the organization.

As a follow-up to the discussion with Eve, one member proposed thinking about next steps the board should take and consider this as a possible agenda item for next month.

## V. Reports

1. NRP Citizen Participation Plan—CP Plan received approval from Bob Miller
2. 1730 Clifton Work Group—Becky requested a motion to approve the list of Task Force members. Board members suggested small changes.

**Motion** by Terry to approve the Task Force Member list. Seconded by Liz.

*Passed unanimously*

3. Crime Update—Neil reported an increase in robberies in the neighborhood and questioned effectiveness of police response. This issue will be discussed at the next Livability meeting, including strategies the neighborhood can employ in response.

Meeting adjourned

*Respectfully submitted, Liz Hutter/CLPC Secretary*