**Neighbors of Belknap Lookout Board Meeting**

**Monday December 14, 2020**

**6:30 pm on Zoom:**

[**https://us02web.zoom.us/j/84768261679?pwd=dURQczVTcFIzMCt5Z3FScFh6MkhpZz09**](https://us02web.zoom.us/j/84768261679?pwd=dURQczVTcFIzMCt5Z3FScFh6MkhpZz09)

**Need to connect by phone? Dial by your location**

 **+1 646 558 8656 US (New York)**

**Meeting ID: 847 6826 1679**

**Passcode: 192712**

**Please note:** New board members take office at this meeting; voting members will be Loren Sturrus, Dan Miller, Robin Benton, Missy Brown, Amy Gautraud, Kara Harrison Gates, Tema “Ayanfe” Jamison, Jonathan Swets, and Ellie Walborn.

**Mission**: To advocate for and enhance the quality of life in the Belknap community.

**Vision**: To be a vibrant, diverse and desirable place to live in Grand Rapids.

**Public Space Goals**: Improving access down Belknap hill; Hastings Connector & Linear Park;
Better Pedestrian Connections.

**Add’l Priorities**: Social Connections; Active in the Neighborhood; Voices Heard in Local Gov’t.

1. Call to order, introductions, and additions to agenda
2. GVSU apartment update – Chris Swank
3. Approval of October minutes and November financials
4. Presentation of Proposed Conflict of Interest Policy, Vote on Adoption
5. Evaluation of 2020 & Planning 2021
6. Advice from Outgoing Board Members
7. Preview of January Agenda Items
8. Miscellaneous & Public Comment
9. Adjournment

**2021 Board Meeting Schedule, 2nd MONDAY of each month, 6:30 pm, SAME LOG IN ABOVE**

Jan 11, 2021 06:30 PM

Feb 8, 2021 06:30 PM

Mar 8, 2021 06:30 PM

Apr 12, 2021 06:30 PM

May 10, 2021 06:30 PM

Jun 14, 2021 06:30 PM

Jul 12, 2021 06:30 PM (may cancel)

Aug 9, 2021 06:30 PM

Sep 13, 2021 06:30 PM

Oct 11, 2021 06:30 PM

Nov 8, 2021 06:30 PM (may not accommodate online if at Coit Elementary)

Dec 13, 2021 06:30 PM

Neighbors of Belknap Lookout Board Meeting Minutes

**Monday, October 12, 2020**

**Video Conference via Zoom**

**Members Present:**  Loretta Klimaszewski (Acting President) Robin Benton Jonathan Swets Brian Bremer Dan Miller (Recorder)
 Amy Gautraud

**Members Absent:** Loren Sturrus Dean Rosendall Kara Harrison Gates

**Staff Present:** Elianna Bootzin

**Guests Present:** Ayanfe Jamison Chris Swank (representing GVSU)

1. Loretta called the meeting to order at 6:36 pm.
2. There were no additions to agenda
3. The September minutes and financials were approved.
4. The Board discussed the composition and purpose of the Development Committee (DC)
	1. To provide background, Dan summarized the September 16 DC meeting and that it reached a different decision than the previous DC meeting on September 2.
	2. Brian offered another interpretation of why the decision was made. He said it is a good thing that the DC is turning down multiple projects because it shows the committee isn’t just a rubber stamp.
	3. Elianna clarified that we are not re-considering the decision itself but how to ensure that future decisions made are good ones through committee membership, education, group dynamics, and a strong conflict of interest policy.
	4. Membership – The board will not directly address membership at this time.
	5. Education – The board opted not to require the Citzien Planner course but would like to pursue custom training. Jon would like to be sure that the DC has technical expertise. We need education about what the neighborhood should look like. We could ask architects to do slide shows to illustrate what good development looks like, though Dan pointed out that architects often disagree with each other about what constitutes good design.
	6. Guidelines – The board would like to pursue clearer guidelines, including an update of the Area Specific Plan (ASP). Jon suggested that we need to develop clearer instructions for what kind of projects we want to approve in the neighborhood, and specifically what criteria to require rather than just adjusting proposals that developers submit. Dan inquired what weight to assign affordability. Robin recommended including a racial impact study. Every member needs the same information about what the criteria are so that there will be clear expectations for prospective developers. Elianna will check on how updating the ASP will relate to the upcoming Master Planning process.
	7. Group Dynamic - The board will not directly address group dynamic at this time.
	8. Conflict of interest – A work group was assigned particularly to examine the conflict of interest policy and bring a proposal to the December meeting. Robin pointed out that the DC should be more attentive to the needs of the community than the interests of developers. He is troubled that some developers sit on the DC and could reasonably be assumed to hope to profit from those projects. Jon and Alan are similarly concerned; Jon warns that we will lose CDBG funding if we don’t address conflict of interest issues. We can consult the Johnson Center but should not solely rely on them.
	9. Other - We’ve discussed previously that the neighborhood needs a food market; where would that fit? Similarly promoting home ownership for existing residents.
5. The Board discussed Long Term Financial Picture, Preliminary Pivot Needs: Elianna summarized the information in the packet, then opened conversation about seeking guidance of what constitutes “public benefit” in terms of use of the building. Loretta recommended that whatever revenue generating activities we undertake should be compatible with continued use of the building as the NOBL office. Loretta still encouraged seeking more information about the acquisition of the building. Elianna noted several potential program service revenue ideas for future discussion.
6. There was no Miscellaneous Business or Public Comment
7. Loretta adjourned the meeting at 7:36 pm.

Respectfully submitted, Daniel Miller

Written Annual “Meeting” is at <https://mailchi.mp/fcaac23cfedf/check-out-this-years-written-annual-meeting>

**Meeting Information (after introductions!):**

1. **GVSU apartment update** – Chris Swank – As previously noted, the developer for the apartment building behind GVSU’s Finkelstein Hall has finally received LIHTEC funding. Chris will share more details about the plan for implementation.
2. **Approval of October minutes and November financials** – As noted previously, wages and taxes will be allocated by program after year end. We are running nicely even for the year, transferring some cash/assets to paying down liability (minisplit mortgage).
3. **Presentation of Proposed Conflict of Interest Policy, Vote on Adoption**

The preamble for the aggressive proposed conflict of interest policy, developed based on conversation with board members Robin Benton and Jon Swets, should be fairly self-explanatory as to the importance and reasoning for its adoption. Marshall Grate, a neighbor who is a lawyer, reviewed it pro bono and said that while he would not change anything it may be difficult to enforce. The main concern arising in conversation thus far is that it goes too far in preventing incentives for participation in events/projects by neighbors; equity principles suggest those with lived experience as the majority low income population we are meant to serve should in fact receive some compensation for committee participation (for board service only expense reimbursement would be allowable), so we should update again in 2022.

Neighbors of Belknap Lookout

Conflict of Interest Policy 2021

Whereas concerns about conflict of interest have been raised by neighbors;

Whereas conduct above reproach is vital for the health and continued operations of the organization, including the acquisition of CDBG funds for so long as the neighborhood remains eligible for same;

And whereas we need to take a clear stand to make it as easy as possible for board and committee members to fulfill their duty to promote the best interests of the non-profit, thereby preventing an existential crisis,

Be it therefore resolved this conflict of interest procedure shall prohibit any board or committee member from personally bringing a proposal to sell goods or services or a development project to the organization for support during their term and for a period of one year afterwards in concurrence with the CDBG ruling that board members and committee members who impact how the relevant decisions will be made may not be hired as staff until they have stepped down for the same period, however

Be it further resolved that implementation of this requirement will allow whose terms end or resign by December 31, 2020 may resume such activities beginning March 2021.

Article I

Purpose

The purpose of the conflict of interest policy is 1) to protect Neighbors of Belknap Lookout's

(the Organization, which includes the NOBL Board or any committee) interest when it is

contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction, 2) to protect the Organization from the appearance of a conflict of interest when determining positions to be shared at local government public hearings, and 3) to protect the Organization's interest and/or prevent the appearance of a conflict of interest in any other similar situations which may arise. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

**1. Interested Person:** Any director, officer, or member of a committee governing board-delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person, or if a family member of the interested person has a financial interest as defined below.

Family member means a person’s spouse or spouse’s sibling or child, a person’s sibling

or sibling’s spouse or child, a person’s child or child’s spouse, or a person’s parent or parent’s

spouse, and includes these relationships as created by adoption or marriage.

**2. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

a. An ownership or investment interest in any entity with which the Organization

has a transaction, arrangement, or potential to support at a government public hearing;

b. A compensation arrangement with NOBL or with any entity or individual with

which NOBL has a transaction, arrangement, or potential to support at a government public hearing;

c. A potential ownership or investment interest in, or compensation arrangement

with, any entity or individual with which NOBL is negotiating a transaction, arrangement, or support at a government hearing;

d. Will substantially benefit financially from any action of the NOBL Board or a

NOBL committee; or

e. An existing or potential ownership or investment interest, or compensation

arrangement with, any entity or individual in direct competition with an entity or individual with which NOBL is negotiating a transaction, arrangement, or support at a government hearing.

Compensation, substantial financial interest or benefit includes direct and indirect remuneration as well as gifts or favors that are $5,000.00 or more.

Article III

Procedures

**1. Duty to Disclose:** In connection with any actual or possible conflict of interest an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction, arrangement, or support.

**2. Procedures for Addressing the Conflict of Interest**

a. Any member of the Organization who has a conflict of interest, or who the

majority of the committee or board determines has a conflict of interest, shall be recused from

any vote or discussion regarding the matter that involves a conflict of interest.

b. An interested person may watch a presentation at the governing board or

committee meeting, but after the presentation, he/she will be asked to leave the meeting

during the discussion of, and the vote on, the transaction, arrangement, or support involving the possible conflicts of interest.

c. The chairperson of the governing board or committee shall, if appropriate, appoint

a disinterested person or committee to investigate alternatives to the proposed transaction or

arrangement.

d. After exercising due diligence, the governing board or committee shall determine

whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

e. If a more advantageous transaction or arrangement is not reasonably possible

under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**3. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member

has failed to disclose actual, possible, or perceived conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If after hearing the member's response and after making further investigation as

warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

c. Any decision by a committee or board involving a vote by a member who has not

disclosed a conflict of interest shall be void and of no effect.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall

contain:

a. The names of the persons who disclosed or otherwise were found to have a

financial interest in connection with an actual, possible, or perceived conflict of interest, the

nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to

the transaction, arrangement, or support, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. Although voting members of the governing board may not currently receive compensation, directly or indirectly, from the Organization for services, should such an arrangement be allowed again in the future those members will be precluded from voting on matters pertaining to their own compensation.

b. A voting member of any committee whose jurisdiction includes compensation

matters may not currently receive compensation, directly or indirectly, from the Organization for services; should such an arrangement be allowed again in the future that member is precluded from voting on matters pertaining to their compensation.

 c. No voting member of the governing board or any committee whose jurisdiction

includes compensation matters and who receives compensation, directly or indirectly, from the

Organization, either individually or collectively, is prohibited from providing information to any

committee regarding compensation.

Article VI

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does

not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be

conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on

competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management

organizations conform to the Organization's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Article VII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, NOBL may, but need not,

use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article VIII

Annual Statements

Each director, officer and members of a committee with governing board-delegated powers shall annually complete a disclosure form and sign a statement, which affirms such person:

a. Has received a copy of the conflicts of interest policy.

b. Has read and understands the policy.

c. Has agreed to comply with the policy and

d. Understands the Organization is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Disclosure

Please describe any relationships, transactions, and positions you hold (volunteer or otherwise).

Specifically, any other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own:

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Signature

I hereby certify that the information set forth above is true and complete to the best of my knowledge. My signature indicates I agree with annual statements a-d in Section VIII above.

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Signature Title Date

Draft document presented for adoption December 14, 2020.

**Article 8 and disclosure are repeated for individual and organizational records, omitted here for space.**

Based on October discussion and the work group’s conclusions, we should plan to take additional steps regarding education for both the board and the development committee to be able to make the best possible decisions, guidelines for making decisions (for example, to have objective criteria and/or reliable/consistent measures), and additional guidance around the composition of the development committee (such as perhaps how they are selected, terms, etc.) Is there a specific aspect for another work group to start?

1. **Evaluation of 2020 & Planning 2021 –** One proposed success measure for this year was 330-360 email contacts. We have 347 subscribers to our twice a month e-news.

Two individuals completed the board self-evaluation; both of them felt that they and the board as a whole performed adequately in meeting participation, reading and understanding the materials, and understanding and articulating NOBL’s mission, vision and key service offerings. They recommend that individual board members take part in fundraising (by engaging with sponsors) and in volunteer activities. The two paragraphs that follow are marked up to include evaluation in plain text and planning in bold.

**Public Space Goals –** They noted that the Hastings Connector is landscaped but lost several parking places. **Continued engagement adding parking back to the Gateway was suggested.** The Connector itself is being finished now, and the non-motorized pathway will be completed in the spring. **We will also need to engage in tree planting and perhaps the re-planting of the original section of linear park.** Regarding Belknap Hill, they would like to see progress on the pedestrian walk from top to bottom (**we should be able to participate in additional design work via the DDA**), and have the Fairbanks stairs repaired and lit (**the fundraising letter discussed in August for lighting has recently gone out to development companies and we will track response**). For pedestrian crossings, there is now a light at Hastings and Lafayette, Michigan and Prospect, and one coming at College and the Hastings Connector. No additional action is proposed for 2021.

**Activities – Regarding Social Connections, the Racial Equity Committee will be coordinating and communication with other neighborhood associations across the City through the NAC (Neighborhood Association Collaborative).** The other main note was that the pandemic has inhibited connections. **We would like to do in person activities at Coit Park this summer if circumstances permit. The e-newsletter is also a source of connection that will continue. For being active in the neighborhood, we would like to implement the neighborhood internet project (which Elianna has obtained a commercial quote for within the requested PILOT amount), and continue activities like Dumpster Day and brush and trash pick up. Racial Equity comes up again in having our voices heard in local government, as does our continued engagement in providing letters to Planning Commission regarding projects in the neighborhood. The Racial Equity Committee will be bringing a virtual Undoing Racism workshop to Grand Rapids (received $10k from NPTA and seeking add’l funds via NMF) and would like to complete a digital Localized Power Analysis; its other projects will be included in the budget proposal to be brought in January. As circumstances allow, we should once again tour board meetings to locations like East Leonard School and Coit Academy, as well as Newberry Common House and the Creston Plaza Community Building. A neighbor also requested that we focus on notifying homeowners of needed repairs, an excellent project for completing our CDBG Leadership metrics.**

**Let’s check: are all of those things we want to commit to in our plan? How will we know we’ve succeeded in 2021?**

**Is there anything we can reasonably do to promote home ownership? Does anyone want to commit to work groups for our other PILOT projects: beautification (sphere gardens, general planting, helping Terry with Highland Park (also partnering with FGRP & HPNA thanks to letter), the collaborative garden). Can we move preliminary bike trail discussions to activities and delete the rest of the parking lot (pg 11)? What would you want to see in a regular report?**

**As a body, the board’s focus in 2021 will be on strategic planning. One recommendation was to become program centered and develop capacity for programs development. This suggestion lines up nicely with conceptualizing of our activities in four program buckets: Beautification and Land Use (both under CDBG leadership) and Public Safety and Racial Equity (both under CDBG public safety).**

1. **Advice from Outgoing Board Members** – Loretta, Dean, Brian – what should our new members know as they get started?
2. **Preview of January Agenda Items** – In January we will need to choose officers and approve the budget. You’ll find the responsibilities for the officer roles below for you to think about which you might take on. If anyone (particularly if they are interested in treasurer) would like to participate in budget preparation, please let Elianna know ASAP so we can schedule time to work together.

**Officer Definitions and Duties:** The officers of the NOBL board shall be a chair, vice chair, secretary, and treasurer. As a body they may 1) serve as the small group to handle a temporary change in Executive Director, and 2) be authorized to finalize letters the board has requested to send.

As individuals, the Chair and the Treasurer (as well as the Executive Director) may sign checks; the Chair (and the Executive Director) may sign contracts as directed by the board as well.

1. The Chair may take reports from the Executive Director between meetings and will compile input from the board for the Executive Director’s annual review. The bulk of the Chair’s regular responsibilities have to do with running board meetings, at which he or she will:
* Call the meeting to order at the appointed time and announce items on the agenda in the proper order.
* Recognize those who wish to speak in proper order; protect the rights of the person speaking and maintain decorum.
* Clarify all motions that have been made and seconded, so that all have heard and understand the motion before calling for a vote.
* State definitively and clearly the result of the vote.

The Chair is currently defined in the bylaws as not voting except in the case of a tie; we would like to change that practice by group agreement for the time being and remove that requirement from the bylaws the next time they are updated.

The Chair and the Executive Director may both make public statements (primarily for news media) for the organization and should keep each other informed of what they have said.

B) The Vice Chair should familiar with the duties of the Chairperson and be prepared at all times to assume that office.

C) The Treasurer should work with the Executive Director to determine updates to financial procedures, with a likely goal of reviewing monthly bank statements and financial reports. This individual can also take the lead on the discussion of the financial reports at each board meeting as well as take part in the preparation and presentation of the budget around the end of the year and the 990 after the year end.

D) The Secretary should keep careful and authentic records of development proceedings and all motions. General discussions may be summarized with emphasis on the overall conclusion, and only highlights of the pros and cons discussed. The minutes should be shared with the board, via the Executive Director if desired, within 2 weeks of the meeting.

1. **Miscellaneous & Public Comment**

**Regular Report Contents (crime map not available, site down):**

**Public Safety**: 4 neighbors attended meet and greet w/ Officer Glowney. Elianna has participated in metrics revision discussion with NAC, public safety program discussion with GRPD staff, and potential response to call changes with Capt. Reilly.

**Development:** 510 Fairview sought covered parking at BZA; Union Suites and 614 Fairview both going to Planning despite lack of recommendation from dev, see email for more info.

**Parking lot:** 712 North, office signage, the trash can at L&L, bike trail.

**Previous action items updates:** FGRP response indicates fruit trees would be available; ping again for more info? Elianna is also meeting with Commissioner Ysasi as a follow up to Highland Park letter. Elianna has placed security cameras in the office, given to Jon for the garden & 712.

**Other City Info:** City taking easement in Prospect north of Michigan: <https://grandrapidscitymi.iqm2.com/Citizens/Detail_LegiFile.aspx?Frame=&MeetingID=5856&MediaPosition=&ID=13076&CssClass>=