

**Item #2:**  
**Report Of Long Grove Business & Community Partners**



## Board Governance Meeting

October 20, 2014

The Village Hall

Long Grove, IL

*Objective: To establish Board Governance practices and policies to:*

- *Serve the best interests of Long Grove Business & Community Partners*
- *Support the governance responsibilities of the Board of Directors*

Facilitator: Sophie Kelley – Wipfli LLP

Monday, October 20, 2014

5:15 p.m. – 8:00 p.m.

### Board of Directors

- I. **Welcome** (*Executive Director*)
- II. **Review Agenda** (*Sophie*)
- III. **Recap of Accomplishments**
- IV. **Role of Community Development Coordinator**
  - A. Position Title
  - B. Process to create and finalize Job Description
- V. **Board Composition and Structure**
  - A. Committee Structure
  - B. Committee Roles and Operations
- VI. **Board Succession Planning**
  - A. Succession Planning Best Practices
  - B. Succession Planning for LGBCP Board of Directors
- VII. **Board Assessment Process**
  - A. Board Assessment Best Practices
  - B. Board Assessment Process for LGBCP
- VIII. **Board Bylaws**
  - A. Process for Revision
- IX. **Summary/Evaluation**



# Board Governance Meeting

The Village Hall  
Long Grove, Illinois

September 18, 2014

## Meeting Summary

Facilitated by:

Sophie B. Kelley  
Partner

**WIPFLI**<sup>LLP</sup>  
CPAs and Consultants

# Long Grove Business and Community Partners

## Board Governance Meeting Summary

Date: September 18, 2014  
Location: The Village Hall – Long Grove, IL  
Facilitator: Sophie B. Kelley, Senior Manager – Wipfli LLP

*Objectives: To establish Board Governance practices and policies to:*

- *Serve the best interests of Long Grove Business & Community Partners*
- *Support the governance responsibilities of the Board of Directors*

### Attendees:

Ed Acuna	Marsha Forsythe	Marian Ward
Patric Donahue	John Kopecky	
Renee Clark	Jacquie Longeway	
Barbara Dibble	Ryan Messner	
Sharon Fine	Rachel Perkal	
Nancy Fino	Angie Underwood	

### Agenda

Thursday, September 18, 2014

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8:00 a.m. – 10:00 a.m.

#### Board of Directors

- I. **Welcome** (*Executive Director*)
- II. **Review Objective and Agenda** (*Sophie*)
- III. **Recap previous meeting work**
  - A. Nominating Committee Process
  - B. Requirements For Property Maintenance
  - C. Board Terms
  - D. Committee Structure
  - E. Board Leadership Decision-Making Process
  - F. Establish a Calendar of Events
  - G. Greater Clarity for the Role of Executive Director
  - H. Information Architecture/Communication
  - I. Rules of Engagement for Board and Committee Members
- IV. **Establish Rules of Engagement**
  - A. Meeting Attendance
  - B. Communication Guiding Principles
- V. **Clarify the role of Executive Director**
- VI. **Board Bylaws**
  - A. Board Leadership Decision-making Process
  - B. Suggestions for Revision
- VII. **Information Architecture**
  - A. Establish a Meeting Schedule
  - B. Ground Rules for Information Distribution
    1. Between the Board and members
    2. From Committees to the Board
    3. Within the Board and Committees
- VIII. **Board Roles and Responsibilities**
  - A. Board Chair
  - B. Executive Officers
  - C. Committee Chair
  - D. Board Member
- IX. **Board Composition and Structure**
  - A. Board Composition
    1. Board Member Election Process

- 2. Board Terms
- 3. Board Officer Election Process
- B. Committee Structure
  - 1. Executive Committee
  - 2. Nominating Committee
  - 3. Standing Committees
  - 4. Other Committees
    - i. Consider Creating a Finance Committee
- C. Committee Charters
- D. Committee Chairs
- E. Assignment of Committee Members
- X. **Establish a Schedule of Events**
- XI. **Summary/Evaluation**

*Note: The notes outlined below are captured from the flip-chart pages outlined during the Planning Meeting. These notes do not portend to capture all relevant discussion.*

Thursday, September 18, 2014

8:00 a.m. – 10:00 a.m.

**I. Welcome and Introductions**

**After introductions, we discussed Rules of Engagement for use in Board communication in meetings and workshops:**

- A. Be respectful
- B. Listen to what is said
- C. Represent the Board at all times
- D. We are all in it together
- E. Keep the “greater good” in mind
- F. Be open
- G. Communicate with transparency
- H. Be an advocate/“uniter”
- I. It’s okay to disagree
- J. Personnel matters or other sensitive topics may be private
- K. Board members should not send email to the Board directly or to outside parties
- L. The Board Chair and the Executive Director are the only ones who should send email to outside parties.

**II. We discussed the Nominations process to elect Directors**

**The Nominating Committee will be formed by a process as follows:**

- A. At its March meeting each year, the Board will approve a Nominating Committee.
- B. Prior to the March meeting, the Board Chair will ask for suggestions for individuals to serve on the Nominating Committee from the Executive Director and the current Chair of the Nominating Committee.
- C. After names of individuals are suggested, the Board Chair, the Executive Director, and the current Nominating Committee Chair will select three or five, but at least three, individuals to present to the Board at its March meeting for discussion and appointment to the Nominating Committee. Other names may be suggested by Board members.
- D. The Board will vote to approve the Nominating Committee by a majority vote.
- E. It was agreed the Nominating Committee will serve for one year following their appointment.
- F. The Nominations process to elect Directors will be edited to reflect the discussion in the meeting. (See attached revised document for Nominations Process to Elect Directors)

### **III. Board Succession Planning**

**We discussed the qualifications the Nominating Committee should consider when selecting a proposed slate of candidates for the Board. The discussion centered on qualifications and experience as follows:**

- A. This is a working Board and potential Board members need to have adequate time available to perform Board and Committee responsibilities
- B. A legal background would be preferred
- C. Experience managing volunteers
- D. Board experience in general
- E. Fundraising experience, including grant writing capability
- F. Retail marketing experience
- G. PR/Media experience
- H. Ability to work collaboratively with all stakeholders
- I. A commitment to work for the well-being of the whole village

### **IV. Leadership Decision-making Process**

**We discussed a process to elect officers of the Board:**

- A. Officer positions include: Chairman, Vice Chairman, Secretary, and Treasurer. Other officer positions may be included as necessary.
- B. All officers will be elected by a majority of voting Board members present at the first Board meeting after the Annual meeting.
- C. The Executive Committee will propose officer candidates.
- D. The vote by the Board for officer candidates will be taken by ballot.
- E. The ballots will be tallied by two Board members who are not Executive Committee members, appointed by the sitting Chairman.
- F. Officers will serve one year terms.

### **V. Clarify the Role of Executive Director**

- A. It was agreed that the Board Chair Rachel Perkal would send a draft job description to Sophie Kelley.
- B. Ms. Kelley will compose a draft job description based on Wipfli Executive Director position templates and the proposed draft job description from Ms. Perkal. Ms. Kelley will work with and review the draft job description with the incumbent, Sharon Fine.
- C. The draft job description will be presented to the Board for discussion at the next workshop meeting in October.

### **VI. Board Policies**

**We discussed the need to establish a Board Policy on attendance for Board members and Committee members.**

- A. A reasonable expectation is that Board members and Committee members must attend at least 75% of meetings unless there is just cause for absences. Just cause is determined by the Board Chair for Board members and Committee Chairs for Committees.

**VII. List of strategic issues for future Board discussion which surfaced during the meeting**

- A. Are festivals the best way to create vibrancy for downtown?
- B. How to build “community” across all stakeholders for LGBCP
- C. The need to build credibility with stakeholders
- D. Establishing role clarity for the Village and LGBCP

\* \* \*

Meeting adjourned at 10:30 a.m.



## Board of Directors

### Nominations Process to Elect Directors

- I. The Board shall select a Nominating Committee of either three (3) or five (5) members. Membership on this committee shall be at least one (1) Property Owner member, one (1) General member and one (1) Business Owner member. A member of the Nominating Committee is eligible for nomination by the Nominating Committee. The Nominating Committee will be selected in March of each year and serve for one year.
- II. Not less than ninety (90) days before the Annual meeting, the Nominating Committee shall solicit from the membership and other sources, proposed members to the Board of Directors.
- III. The Nominating Committee shall select a slate of proposed Board members consisting of a number equal to the number of positions being vacated for that year. These nominees may be selected from those proposed by the membership, the Board of Directors, the Nominating Committee or any other source.
- IV. The Board of Directors shall review the slate of nominations and accept or reject it in whole or in part. Should the number of rejected candidates cause the slate to be less than a full slate of nominees to fill all vacant positions, the slate shall be returned to the Nominating Committee for additional nominations.
  - a. The voting process by the Board shall be with paper ballots. The ballots will provide for each candidate to be voted on individually.
  - b. The ballots will be tallied by a minimum of two (2) Board members present at the meeting to vote on the proposed slate of nominees.
  - c. Each candidate must receive a majority of votes from the Board to be accepted as a candidate.
  - d. This process will be repeated if candidates who have been presented are rejected by the Board. A new slate will be presented with an equal number of candidates to the number of remaining open positions after each ballot.

- V. After acceptance of the slate of nominations by the Board of Directors, the Nominating Committee shall present the slate of nominees to be voted upon at the Annual Meeting. Directors shall be elected at the Annual meeting by a majority vote of the membership classes present at the meeting = 3 votes, total, one per class.
- VI. Once elected at the Annual meeting by the membership, Director(s) elect shall begin their term at the next meeting of the Board after the Annual Meeting.

# Board Composition Matrix

BOARD COMPOSITION BY BACKGROUND AND EXPERTISE										
BACKGROUND/INDUSTRY	EXPERTISE									
	Economic Development	Retail Marketing	Finance/Accounting	Legal	Board Experience	Fundraising	PR/Media	Volunteer management		
Retail										
Hospitality										
Real Estate										
Manufacturing										
Insurance										
Technology										
Venture Capital/Investment Banking										
Medical Technology/Healthcare										
Construction										
Accounting										
Financial Services/Banks										
Energy/Utility										
Food/Agriculture										
Wholesale										
Nonprofit										
Academic										
Community Member										
Property Owner										
Merchant										

Recruitment Activities/Prospects:

New Board company or Board member in 2014  
 Meeting with candidate is scheduled  
 Action by Board Member is needed or recruitment is on hold

# **LGBCP Economic Development Committee**

## *October 13, 2014 Meeting Agenda*

**Present:**

<b>6600 Economic Development Committee 2014 Approved Budget:</b>	<b>\$3,000</b>
6602 Business Relation/Recruitment	\$2,000 Budget
6604 Association Memberships	\$1,000 Budget
<i>Meet Chicago Northwest Actual Expense</i>	\$400
<i>Lake County, IL CVB Actual Expense</i>	\$3,000
6605 Meetings for Businesses	\$0,000 Budget
<b>6600 Economic Development Committee 2014 Remaining Budget:</b>	<b>-\$400</b>

**CHAIRMAN/MERCHANT: N. Fino**

- "Increasing Occupancy" Objective (Integrated Marketing Campaign) – Project Update
- 2015 Eco Devo Skeleton Budget/Additional Eco Devo Committee Objectives – Project Update

**CO-CHAIRMAN/PROPERTY OWNER: M. Forsythe**

- tbd

**LGBCP EXECUTIVE DIRECTOR: S. Fine**

- tbd

**VILLAGE BOARD: Manager D. Lothspeich/Trustee L. Lyman**

- Recap of September Libertyville Meeting
- BDI Update

**LGBCP CHAIRMAN/MERCHANT: R. Perkal**

- Strategic Alliances

**CHAIRMAN EMERITUS/RESIDENT: E. Acuna**

- tbd

**COMMERCIAL REAL ESTATE CONSULTANT: R. Roberti**

- tbd

**PROPERTY OWNER/MERCHANT: R. Messner**

- tbd

## Dave Lothspeich notes from Sep 22, 2014 meeting with Libertyville:

### Attendees:

- Terry Wepler - Mayor, Village of Libertyville
- Angie Underwood - Village President, Village of Long Grove
- Lori Lyman - Village Trustees, Village of Long Grove
- David Lothspeich - Village Manager, Village of Long Grove
- Jon Spoden - Director Of Community Development, Village of Libertyville
- Heather Rowe - Economic Development Director, Village of Libertyville
- Pam Hume - Director, Mainstreet Libertyville

- Downtown Libertyville (Village) experienced mass vacancies and deterioration in the 1980's ("could fire a cannon down Milwaukee Avenue and not hit anyone")
- Mainstreet Libertyville (Mainstreet) established 25 years ago, 1985.
- Mainstreet focus is limited to Milwaukee Avenue and the first block on both sides of Milwaukee.
- Village established TIF District in 1986 and the incremental property tax revenues from the TIF have paid for the streetscape and parking lot improvements & structure. TIF extended from 2009 to 2021 to fund parking improvements.
- Since 1985 private investment from property owners outpaces public investment by Village by ratio of 5:1 (\$63M private funds, \$12M public funds)
- Village hired Economic Development Director 6 years ago and is focused on all businesses and commercial (retail, office, industrial) properties in the Village, including the downtown.
- Village of Libertyville contributed \$50K grant on annual basis to Mainstreet until 2008 due to Village budgetary constraints. Now contributed \$5,000 annually.
- In addition to \$5,000, Libertyville contributes in-kind services to Mainstreet such as public works personnel to provide and set up barricades, additional police and fire support.
- Loss of Village funding nearly resulted in Mainstreet shutting down operations 6 years ago . Response from Mainstreet was push for additional income from business and residents membership.
- Resulted in successfully educating community that Mainstreet was separate from Village.
- Mainstreet membership now consists of about 950 businesses and individuals.
- Success of Mainstreet program is the result of having support from: (1) Mainstreet; (2) Village; (3) Property Owners & Merchants and (4) Village/Area Residents.
- Mainstreet and Village work very well together in sharing information in support of common goal of successful downtown.
- Village hosts the available properties on their website and works with Mainstreet and property owners to provide listing information and updates (linked through Mainstreet Web page).
- For all its success, Mainstreet Libertyville experiences many of the same challenges that any local downtown district faces, including: consistent business hours; participation; support, etc.

Additional information on Mainstreet Libertyville is available on their webpage with the 25th Anniversary Celebration providing testimony on establishment of Main street and successes.

<http://www.mainstreetlibertyville.org/25th-anniversary-celebration>

## **MEETING WITH LIBERTYVILLE 9-22-14**

Heather Rowe (847)918-2028 [hrowe@libertyville.com](mailto:hrowe@libertyville.com) Eco Devo director

Pam Hume (847) 680-0336 (Main Street Director)

Was 50K Village contribution is now 5K to mainstreet.

### **Heather**

- Updates website with "civic plus" municipal software with templates
- Lists all available space, service, some of the realty listings with links to retail pages, contacts
- Connects the dots with people from prospective merchants/owners/ with existing ones
- Heather has planning background so she understands real estate, zoning, municipal processes and government which aids in explaining process to perspective owners.
- Promotes "Shop Libertyville" program
- PR -sends press releases

**Eco devo strategy** written list of opportunities, actions

### **Foundation**

- not for profit donations for bike racks etc.

### **Create Eco devo commission**

- Commission appointed by village president to assist in recruiting businesses. Commissioners don't have to live in town. Meet monthly. Have connections (Banker, restaurants, small business owners.)

### **MAINSTREET**

- Volunteers-need roles defined first
- Pam-still defining roles, 50 activities a year. Walks store-to-store daily. Advocate for storeowners.

**Lake county partners** more commercial & industrial have regional space really focus on county-probably not for LG

### **BDI: 9/22/14**

- maxed at sales tax options-need additional retail development to increase sales tax revenues
- Anchored shopping best bang for the buck-Ex: sunset, other types 1/3 as much, office building adds a lot to revenues,
- Warehouse club 1.4 M, mass merchandiser 800M, autos 370M, home centers , grocery
- Instead of outlots on menards reconfigure lot and share parking to make for ease of use of space
- Impact fees for residential
- Mixed use maybe be faster to generate revenues versus just retail "wait & see"

Potential taxes-entertainment-golf, food & beverage, real estate transfer needs legal opinion so check it out.