

AGENDA - MONTHLY BOARD MEETING

09 June 2021 / 4:00 PM

Via Zoom and In Person at Conrad Prebys Performing Arts Center

As allowed by special California and City Shelter-in-Place orders, La Jolla Village Merchants Association is holding its meeting both online and in person.

Meeting Name: La Jolla Village Merchants Association Monthly Meeting

Date/Time: June 9, 2021, at 4:00 PM Pacific Time (US and Canada). Online: Log in 15 minutes before meeting time to allowing for technical issues. In Person Networking from 3:15 – 4:00. Food and Beverage Sponsor: Spiros Mediterranean Cuisine In Person Address – Conrad Prebys Performing Arts Center 7600 Fay Avenue Online Access: Join Meeting using Zoom ID 872 2752 0916

1. Meeting Format and Guidelines	Information	Jodi Rudick, Executive
a. Video/Audio Enabled by Host		Director

MONTHLY MEETING AGENDA¹

1	Call to Order - Monthly Board Meeting.	Action	Cody Decker, President
2	Roll Call - Natalie Aguirre, Amber Anderson, Jo Cullen, Cody Decker, Karen Finerman Gabriela Guevara, Lauren Johnston, Katey Longo, Michael Matthews, Kelli Metcalf, Melissa Snook, Jodi Rudick (Executive Director), Andy Fotsch, Summer	Action	Joelyn Cullen, Secretary
	Shoemaker, Lauren Turton		
ß	Sponsor Welcome and Introduction LIVMA Venue - Conrad Prebys Performing Arts Center Food and Beverage –Spiros Mediterranean Cuisine	Information	
4	Approval of May Minutes	Action	Cullen
5	 Non-Agenda Public Comments (limited to three minutes) Updates from Community/Political Leaders All other public comments: 	Information	Decker
6	Financial Report May Financials	Action	Anderson
7	 Organizational Excellence a) Recommitment to Mission b) Swearing in of New Board Members: Kelli Metcalf, Lauren Turton c) New Compliance Requirements by City of San Diego (see attached) i) Approval and Adoption of Draft Plan ii) Board Member Commitment to Meet Required Actions (1) Appoint By-laws review work group, set timeline for By Laws Review Report – July 30, 2021 iii) Set Deadline for Anti-Harassment Training Completion, July 30, 2021 or 30 days after Board Appointment. Possible online training solution: https://www.dfeh.ca.gov/shpt/ 	Information Action Action	Decker Cody Rudick, Decker
8	 Economic Vitality and Merchant Development Report – Limelight La Jolla – Business Spotlight Program – Intern has been brought on to exclusively manage this program. Will kick off in the next few weeks. New Member Welcome Packet Job Board Update 	Information	Decker
9	Design/Village Improvements-		
	1. Enhance La Jolla and MAD Update	Information	Ed Witt, Enhance; La Jolla

tot	emorial Bench Program – La Jolla Village Foundation has asked the board take formal action regarding the program. Suggestion is to "sunset" the ogram allowing all current plaques to remain in place. No new benches	Action	Cody Decker/La Jolla Tow Foundation
3. Ma Ma Far pro nei brin eve and wo Thu for var	I be dedicated until further action. arket on Wall – Report on meeting with Community Crops Market anagers who have proposed to operate and own a market (certified mers Market meets makers market meets block party) on Wall sharing beceds with LJVMA. This market is not meant to compete with any ghboring markets but would be a mid-week, evening market aimed at nging energy and activate the business district. Proposing a Thursday ening market as it is well timed for purchasing produce for weekend diners d entertaining. The market would connect restaurants and those who rk in the village to local growers. An early start to the weekend, a ursday market will appeal to those who work in the village and are looking a fun night out. All village merchants will be invited to participate in rious ways. Proposal has been received. Request action to support a blic Market on Wall and move forward with further research?	Action	Rudick
a. b. c.	 ing Events La Jolla's Largest Ribbon Cutting Event. All details are in place for this event June 15, 2021. Board members are needed to act as Greeters and Hosts for the reception. Location – Sotheby's Plaza Schedule Reception – 4 PM – 5 PM Ribbon Cutting 5 – 5:30 5:30 – Sip and Stroll including two mini events on Ivanhoe and Girard; Happy Hour at Mermaids and Cowboys The Return of Enjoya La Jolla Fireworks at the Cove – Parking and Picnic Packages. Ity Card Program Re-boot for both Locals and Visitors	Information	Jodi Rudick
-	eting – Next Meeting format will be determined by current COVID uly 14, 2021. Return to Library if available.	Action	Decker

	La Jolla Village Merchants Association –			
	and Compliance Plan – Public Comments Welcome on all activities included in this process.			
Submitted to City of San Diego Ma Amended June 7, 2021	ay 25, 2021			
Accountability and Performance	Complete Monthly BID Activity Reports			
	Adopt and Ratify a Strategic Plan Annually			
	Review Annual Strategic Plan Mid-year			
	Submit and Ratify Annual Report including general statement of performance of both the BOD and LIVMA			
	Staff. Public comments welcome.			
	 Prior to taking official seat on the BOD, all board members will be required to complete and sign: Conflict of Interest Statement Form 700 			
	 Swearing in statement (includes commitment to anti-harassment and inclusion.) 			
	 Agreement to adhere to bylaws 			
	Board members will have 60 days to complete			
	Anti-harassment training			
	• Form 700			
Diversity and Inclusion	Create a Diversity Task Force			
	Adopt and Post Diversity Initiatives on Website and Via SlideShare for Easy Access			
	Annually Review Update Diversity Initiatives Against Real Outcomes			
	Require All Incoming Board Members to Pledge Commitment to Diversity as part of Swearing In Statement			
Anti-Harassment Training	Comply with California Employee and Supervisor Anti-Harassment Training using online or live training for all employees and board members.			
By Laws Review	Appoint by-laws review committee annually made up of members of the LJ Board of Directors under the independent guidance of Certified Public Accountant or other SME (human resources, legal, nonprofit management consultant, etc.)			
	Conduct by laws review annually to insure good governance and organizational excellence. Review for:			
	Legal compliance with state and federal laws			
	Legal compliance of internal governance practices			
	Presence of sound governance practices			
	Remove the presence of unsound governance practices.			
	Move certain provision to separate policy documents.			
	Educate the board about its responsibilities.			
	Guide the board in meeting is responsibilities.			
	Insure by laws are reviewed annually during required independent audit by CPA.			
	As deemed necessary, revise bylaws to reflect edits, additions and changes.			
	File Revisions (if any) with appropriate agencies (Federal, State, etc.)			

Notes from City (Sean Karafin, Economic Development Department). Jodi's response in Red

Jodi - EDD is reviewing each Nonprofit Management Association's plan prior to the execution of the 3rd Amendment for, but not limited to, the following:

- annual review of the BID association bylaws
- anti-harassment and inclusivity workplace policy signed by all BID association board directors and employees,
- annual anti-harassment and inclusivity workplace training for all association board directors and employees
- annual opportunity for Board Members, assessment payers, and the general public to provide input on the performance of the nonprofit management association and their chief executive.
- establish a Conflict of Interest Code to include the requirement that all Board Members and the chief executive of the nonprofit management association file a Form 700.

Specific to your plan, I would suggest providing some (not a lot) of narrative to better articulate how each of these ideas provide meaningful accountability or meaningfully support a harassment-free and inclusive workplace. Specifically incorporating the following additional detail with respect to each would help demonstrate the organizations commitment to these ideas:

Bylaws: What are you reviewing for and at what level (staff or board)? Will a consultant be hired? Will a member with this expertise be offering support? I think an annual review is inconsistent with best practices and over reach. Unless laws change that would impact the validity of bylaws or our organization sees fit to redraft or edit bylaws, I'm not sure why an annual review is necessary. I did a bit of research and have sat on many, many BODs and have never heard of an annual review. Here is a link that support a review every four or five years.

Policies: When will these be signed? Before officially taking the seat? At the first meeting of the year? Will they be revisited annually and approved by an executive committee or the appropriate Board member (maybe a Vice Chair or Secretary)? I noted this in the revised plan.

I think the form 700 is also an overreach unless all community groups are going to be required to complete the form universally. If other government contractors are required to complete the form then, that would be helpful. For me the form is not oppressive, but I've had board members tells me they would need to pay their accountant to help with this form and they are not willing to pay out of pocket to volunteer on a BOD. Form 700 also asks about very personal financial information. We already sign COI training. I've been asking and have not gotten a response about whether we can access on behalf of our members the City's COW training. If this training is required for other City groups, then I think it is fair to as our BODs to complete this training. I, for one, would appreciate sending my board members to this online training. It's quick and good.

Training: In what ways does the diversity training you refer to cover anti-harassment and inclusivity? While I would imagine they are related and overlapping, each term does have a different meaning. Would the signed policy's be publicly available? We will offer the BID Alliance's training, but I think the training link I sent to you will be the preference for most of my board as it is on demand and approved by the State. All of our documents are publicly available.

Public Input on Performance: It's not clear which of the items you listed include a public component. While they are assessment dollars, they are also public dollars so we are looking to see what opportunities exist for the public to provide input. Our annual report is presented to our BOD and the public each year. At this time we invite the public to comment on any aspect of our performance. Further, the public is always welcome to share their opinions, comments, ideas and complaints during any public meeting.

Conflict of Interest Code / Form 700: I understand this was not specifically called out earlier so I wanted to draw it to your attention. See above under policies.

Review of Bylaws

The bylaws of a nonprofit corporation are the board's internal rules and instruction manual for how the nonprofit is governed. It may be the nonprofit's single most important document. Here are 7 reasons why you should review your bylaws for legal and internal compliance:

1. To ensure legal compliance with applicable state and federal laws.

The bylaws must be drafted with provisions consistent with applicable law. Directors who approve or observe bylaws that provide for unlawful actions or practices may be breaching their legal duties and creating exposure to the organization and themselves. Some common areas of noncompliance: voting on board actions by email; actions by written consent that fail to meet statutory requirements (e.g., California requires unanimous written consent); directors' terms in excess of those permitted by state law; committees including persons who are not directors being authorized with powers of the board.

2. To ensure legal compliance of internal governance practices.

If the bylaws require certain actions to be taken and procedures to be followed, ignoring such requirements may be a breach of the directors' legal duties and create exposure to the organization and the directors. Meetings should be held as required, notice should be given as required, elections should be held as required. A procedural defect (e.g., improper notice) could result in a dissenting director invalidating a board action (e.g., election of an officer).

3. To ensure the presence of sound governance practices.

Bylaws should contain provisions that routinize certain governance actions. For example, board elections at annual meetings rather than on the anniversary date of each and every director's election will likely be far more manageable for most organizations with self-perpetuating boards. Requiring that regular board meetings be held at least quarterly will likely help the board better meet its oversight and planning responsibilities.

4. To remove the presence of unsound governance practices.

Some provisions in bylaws may be consistent with the law but make for terrible or overly burdensome policy. A typical example of such provision is the requirement that the organization observe Robert's Rules. This requirement adds 600+ pages, updated regularly, that the board will be responsible for learning and following. Allowing a quorum to be established with less than a majority of directors then in office may be seen as encouraging directors to think of attending board meetings as optional and not critically important to meeting their duties.

5. To move certain provision to separate policy documents.

While it is appropriate to review an organization's bylaws regularly (at least every 3-5 years or whenever there is a known change in the law that might affect the governance of the organization), certain provisions that need to be modified more often may belong in a separate policy document. Descriptions of committees and task forces generally are better suited in a separate board-approved document. Detailed descriptions of employees, including the chief executive officer, also belong in employee job descriptions rather than in the bylaws.

6. To educate the board about its responsibilities.

The bylaws may describe the directors' legal duties and standard of care for observing those duties. They should cover the board's ability to delegate management to officers, committees, and others, subject to the board's oversight. The bylaws may also describe exactly whom directors may rely upon for risk mitigation purposes (hint: it's not just anyone).

7. To guide the board in meeting its responsibilities.

The bylaws should describe how often the board holds regular meetings, how it may hold special meetings to address particularly important or urgent matters, and how it can take action by written consent. They should cover how directors are selected, their terms of office, and whether there are any term limits. They should emphasize the importance for directors to attend board meetings and otherwise live up to their duties (e.g., through the establishment of an appropriate quorum requirement and removal provisions, including for attendance).

Conclusion

Reviewing the organization's bylaws is a basic part of every board's legal duties. And well-drafted bylaws will signal a wellgoverned organization, which will be an important factor for internal and external stakeholders, including potential directors, employees, funders, major donors, and regulators.



Alternative Revenue Ways and Means Ied by Amber Anderson, Treasurer



Specific Alternate Revenue Tactics

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La Jollalty Gift Card Promotion

- Bonus Bucks
- Package Hotel, Meal, Retail

Virtual Events

- Online Silent Auction
- Priceless experiences (Classes/Intimate Gatherings with celebrity chefs, authors, photographers, designers, etc.)
- Quarterly Raffles for Holiday Events

Create and Sell

a Jolla Branded items

- T-shirts
- Beach Towels
- Jigsaw Puzzle
- Produce Custom Books
 - Cookbook for La Jolla
 - Coloring Book

Part Two Merchant Education and Engagement

Education

•Business Breakfasts (Virtual)

Promote Job Board

Promote 3rd Party online education ("Don't reinvent the wheel.")

- Deliver Hands on Online Education
- Social Media

• Wellness for Merchants – Highlight Village Professionals

- •Work-Life Balance
- Stress Reduction
- Nutrition
- •Exercise and Movement •Promote parks, beaches and trails

Networking with Added Value

- Guest Speakers
- How to Sessions (Social Media, Hosting Virtual Events, How to Increase Business, Fundraisers as a Marketing Tool, Marketing, Funding Resources, City Services

Block Captains

- Continue Virtual Outreach Program to keep merchants informed and connected [during COVID CRISIS]
- Assist Merchants with COVID Orders
- Create New Business
 Welcome Packet

Increase Value and Participation of Monthly Membership Meetings by Merging with Merchant Engagement

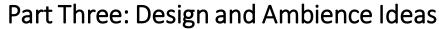
Increase attendance

- Reward attendance and ongoing attendance
- Raffle for free parking for all who attend
- Attend three meetings in a row and get a prize
- Outreach to La Jolla Shores, Bird Rock
- Reward for bringing a new person to the meeting
- Treats for those who pre-register (coffee coupons, wine, chocolates, snacks)

Enhance Content and Format

- Theme each meeting
- Virtual Game Show (La Jolla Jeopardy, La Jolla Family Feud, Bingo)
- Virtual Happy Hour with the three merchant groups (et al) quarterly to get an update and work smarter together

 not harder.
- Post meeting meditation, chair yoga, etc.
- Community Networking Make time for introductions
 - Business Spotlight each month
 - Community Spotlight each month (Showcase a La Jolla Community Group each month allowing them to share for 5 minutes)
- Interactive Icebreaker Question each meeting (One thing I love about the Village, one thing I would change, the best idea I've seen in other Shopping Areas, best marketing idea I've tried lately) this time





Part Four - Marketing and Events – Big Ideas

Highlight Current Marketing Magnets

- Leverage our most popular attractions (Seals, Sea Lions, Scenery)
- Implement strategies to move people from the Cove to the Village

Charitable Partnering

- Partner with Local nonprofits
- La Jollalty Card Fundraisers

dvance Social Media

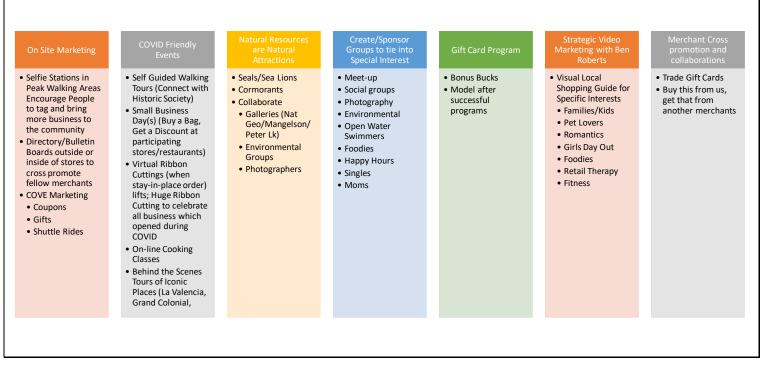
- Use virtual events (scavenger hunts, contests, etc.) to increase social media engagement.
- Add New Blog Features (Meet the Merchant, Merchants Doing Good)
- Shift Event Calendar from Live to Virtual Events
- Promote #mylajolla
- Paid boosts for Facebook
 events
- Social sharing links in all media newsletter
- Explore Google products

Update La Jolla Village Map in Conjunction with Wayfinding

• Align with overall Wayfinding Plan

• Widen distribution (hotels, concierge, park rangers, association, etc.)

Specific Marketing & Events Tactics





2020-2021 Strategic Plan Initiatives (Modified June 2020) Our Mission: We bring business to La Jolla Village (Merchants)

Note: COVID-19 Driven Initiatives in RED | 🗵 Indicates completed

Main Street America's Four Planning Tenets				
1. ORGANIZATION	2. ECONOMIC	3. DESIGN	4a. PROMOTION	4b. PROMOTION
	VITALITY		(Events)	(Marketing & Publicity)
COVID-19 Crisis Management	Merchant Education	Social Distancing	Adjust to COVID	Highlight Current Marketing
Use media assets to	🗵 Business	🗵 Assist with	Shutdown Orders. Shift to	Magnets
connect merchants to	Breakfasts	Soft Streets	Virtual Events	Leverage our most
resources, funding	(Profitable	City Plan for		popular attractions
opportunities, programs,	Partnerships)	Street	If Allowed:	(Seals, Sea Lions,
Promote needs of all	Diversity Education	Closure	Duplicate successful	Scenery)
merchants to elected	🗵 Create Job Board	🗵 Communicat	events	Implement strategies
officials during budget and	on Website to	e Design	 Pillage the Village 	to move people from
decision-making process	further reach to	Ideas to	 Taste of SoVille 	the Cove to the Village
Create 501 (c)3 to qualify	diverse candidates	assist with	(Fay/Pearl/La Jolla	Charitable Partnering
for grants, donations not	Online Education	social	Blvd?)	Partner with Local
open to 501 c(6)	☑ Promote 3rd Party	distancing.	Enjoya La Jolla- Earlier	nonprofit
Adjust meeting format until	online education	Leverage Seals	time 12– 3	o La Jollalty Card
in person meetings can be	("Don't reinvent	Create Seals	⊠ Family/Children's	Fundraisers
resumed.	the wheel.")	on Parade	Activities	Advance Social Media
Bring on Policy Intern to	🗵 Develop Webinar	Public Art	Get more services	Add New Blog Features
navigate changes.	Education specific	project	involved	(Meet the Merchant,
Prepare draft 2021-22	to La Jolla Village	Draft Place-	🗵 Get merchants	Merchants Doing
Budget based on 30%	merchant needs	Making/Signage	involved outside the	Good)
Decrease in BID Revenue	 The Big Pivot 	🗵 Cove	Village Center	🗵 Shift Event Calendar
Professionalism	o Social Media	🗵 Directory	(Create Highlighted	from Live to Virtual
BOD Ethics Training	o Re-opening	🗵 Parking	Zones, ie Fitness of	Events
Consistent BOD onboarding	Safely	Signage	Fay, Upper Girard	🗵 Promote #mylajolla
process	Block Captains	🗵 Pedestrian	Design District,	☑ Paid boosts for
Membership	I Create Virtual	Signs	Happenings on	Facebook events
Increase attendance at	Outreach Program	Year-Round	Hershel,	Social sharing links in all
monthly meetings (live or	to keep merchants	Ambience	Secure sponsors	media newsletter
virtual), election process,	informed and	🗵 Ongoing	Fireworks (4 th of July or	I Explore Google
committees	connected during	relationship	New Year's?)	products
Associate Membership -	COVID CRISIS	with MAD	🗵 Pre event	Update La Jolla Village Map
Actively promote Category	🗵 Choose Chair	🗵 Promote	dining/shopping	Align with overall
(Bird Rock/La Jolla Shores)	Assist Merchants	Store-front	event	Wayfinding Plan
Ways and Means	with COVID Orders	maintenanc	IX VIP Event	Widen distribution
Explore new grants	Create New	e of	(Fundraiser?)	(hotels, concierge, park
Sponsorship	Business Welcome	PROW/priva	Standardize 3 rd Party	rangers, association,
BID Compliance	Packet	tely owned	Event MOU	etc.)
Decrease staff costs using	Real Estate	planters,	Invite to	Co-op advertising (based on
volunteers	Relationships	etc.	partnerships	COVID reopening)
Student/Interns	Develop relationship with	Music	with LJVMA	Tourism publications
 Community Members Liaisons to other La Jolla 	relationship with	through the	Link Merchants	La Jollalty/Enjoya
	property owners, commercial real	village	to Available 3rd	Explore radioPR consistency
Community Groups Appoint only members who	estate brokers.	Determine future of	Party Events. (if	PR consistencyIntern Project
are active in association	Traffic and Parking	Holiday	allowed)	 Media alerts
Review appointments	S Continue work	Décor and		 Feature Story pitching
annually	with parking	lightline		La Jollalty Card/Fresh Air
Diversity and Inclusion	consultant.	ligntime		Business
Create Task Force and	Draft Parking			Marketing Plan
Initiatives	Communication/			Increase Merchant
IIIIIauves	Wayfinding			Engagement
	Program			Lingagement
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