

Helena Business Improvement District
Board of Trustees Annual Retreat Minutes
 Thursday, March 1, 2018, 8 a.m. – 5 p.m.
 The Montana Club, 24 West Sixth Ave, Helena, MT 59624

Board Members Present: Mark R., Al R., Rex S., Ryan S., Lee S., Christopher T.

Public: Rick Ahmann - DHI Board President, Tash Wisemiller, Paul Lachapelle, Bill Crane

Staff: Micky Z. - HBID Executive Director, Julia W., Cindy S.

Agenda

Discussion

Motion/Action

Welcome	The HBID regular Board meeting was called to order by Board Chair Mark, R. at 8:02 a.m.	
Business Meeting Approval of Jan/Feb. Minutes Public Comment Old Business	Minute's approval - discussion on comments from City Attorney, Thomas Jodin's presentation at the February meeting. There are still some concerns as to what quasi-government means regarding the relationship between HBID and the City.	Motion to approve the January and February minutes was made by Al and seconded by Lee. Motion passed unanimously.
i. Committee Reports	Rick arrives at 8:07 a.m.	
ii. MOU & Contract for Services with DHI	Old Business - discussion regarding Russ Jandt computer/IT and his services. Some concern regarding Russ having access to the building without staff present. Further discussion will commence at our March 22 work session.	Motion to approve the Contract of Services and MOU between DHI and HBID was made by Al and seconded by Christopher. Motion passed unanimously.
iii. 501c3	Committee reports - discussion on recruiting our seventh Board person in conjunction with the membership of Women's Leadership Network (WLN). Brief discussion on Facade Improvement Grant but is tabled and will be at the March 22 meeting. MOU/COS - discussion regarding the DHI changes to the Contract for Services, specifically changing 2.3 on page 7 to add the word "Program" to Cost of Hanging Flower Baskets. Also pointed out was the increase in the compensations from \$50,000 to \$55,000. 501c3 - discussion tabled to March 22 meeting.	
New Business	New Business - Mark opens nominations for Board Chair followed by Vice-Chair.	Al moved to re-elect Mark as Board Chair. Christopher seconds. Motion passes unanimously.
i. Election of Officers		
ii. Complete Conflict of Interest Disclosures	Board members fill out the conflict of interest disclosure. Micky proposes HBID consider starting joint quarterly meetings with DHI. Rick also echo's this comment. Discussion follows with a revised suggestion of having two meetings with DHI. Added to the HBID Board Governance Calendar is an April joint meeting with DHI to take place at 8:15 a.m. on the second Wednesday of the month at Valley Bank. A second joint meeting will take place in October during the HBID regular scheduled meeting on the second Thursday at 4:00 p.m. at the Valley Bank.	Lee moved to re-elect Al as Board Vice-Chair. Rex seconds. Motion passes unanimously.
iii. Quarterly meetings with DHI		Al moved to add the two joint quarterly meetings with DHI, one in April at the time of DHI regularly Board Meeting and the second in October during the HBID regular Board meeting. Ryan seconds. Motion passes unanimously.
	Business meeting adjourned at 9:00 a.m.	

Presentation by Tash Wisemiller of Montana Main Street	Tash Wisemiller arrives at 9:10 a.m. Tash gives a two hour presentation on Montana Main Street and opportunities HBID has to leverage Department of Commerce funds. Tash leaves at 11:15 a.m.	
Budget Presentation by Bill Crane	Board commences conversation at 11:15 a.m. on the proposed 2018-2019 budget. Bill Crane arrives at 11:30 a.m. Board tables budget discussion to listen to Bill present the fiduciary role of the Board and what to look for when looking at the Balance Sheet and P & L.	
Lunch	Julia arrives at 11:35 a.m. Lunch is served by the Montana Club.	
Presentation by Paul Lachapelle of Montana State University Extension and Local Government Center	Cindy and Paul Lachapelle arrive at 12:00 p.m. Staff leave at 12:45 p.m. as well does Bill. Paul begins his presentation on Board Leadership Training including topics of Board Governance as it relates to Title II, minutes, and By-Laws.	
Developing Annual/Action Work Plan - facilitated by Paul	Presentation and questions commence at 2:00 p.m. 2:10 p.m. Paul begins facilitation for the HBID Strategic Planning. Board comes up with 10 short-term (6 mo.) activities, 9 medium-term (18 mo.) activities, and 4 (2 yr.). Board takes a break and commences at 3:45. Board votes on their work plan priorities. Results of the voting are included as an attachment to the minutes. Paul leaves at 4:30 p.m.	
Review and Revisions of Documents	Lee leaves at 4:45 p.m. Remaining Board members further discuss the proposed 2018-2019 budget. Micky explains conversations Mark and she have had regarding making good on the promise that HBID offers a Simple IRA to full time staff. After Micky investigated this, she learned that a Simple IRA does not allow for employees to sign up unless they have made \$5000 in the previous year or have been employed with the company for a full year. To make good on the promise made upon Micky's hire, Micky has suggested a compromise of being paid out quarterly (January 2018 - which will be back dated, April 2018, July 2018, and October 2018) at the net amount of \$500. Julia and Micky have worked with Jody Crane on how to best reflect this in QuickBooks. Jody suggested it be set up as a bonus. Mark presents his comments and research to the Board. The Board makes a decision.	Motion to pay Micky a "bonus" of quarterly payments netting \$500 each in January, April, July, and October 2018 in lieu of a misunderstanding with the Simple IRA enrollment was made by Rex. Seconded by Ryan. Motion passes unanimously.
Adjourn	Meeting adjourned at 5:30 p.m.	

Respectfully submitted: Micky Zurcher