

**Congress for New Urbanism
Winter 2014 Board Meeting Notes**

THURSDAY, MARCH 6, 2014

Attendees: Dan Slone, Steve Maun, Marcy McInelly, John Norquist, Ellen Dunham-Jones, Laura Heery, Ken Voigt, Bob Chapman, Jack Davis, Doug Farr, Doug Kelbaugh, Eliza Harris, Norman Garrick, Russ Preston, Sarah Lewis, John Massengale, Chris Elisara, Scott Bernstein, Jennifer Hurley

Absent: Erin Christensen, Mathew McElroy, and Scott Polikov

Staff: Tim Halbur, Alex McKeag, Mindy Martinez, Matthew Wilson, Abby Bouzan-Kaloustian

Board Chair Welcome & Agenda Review

Ellen welcomed the board and prepped the Board for the “big agenda” lined up for the weekend. Confidentiality of all in the room is required now and forever. Selection of the new CEO will provide an opportunity to debate and direct the future of CNU. Some of the founders offered input including Lizz Plater-Zyberk’s letter to the board; Liz Moule will join the meeting later today; and email conversations with Peter Calthorpe and Dan Solomon.

Before we can focus on the search, however, there is a lot of regular business to address in a compressed timeframe. It’s impossible to know how long discussion and voting will take on Saturday, but I am open to taking more subjects and discussion items for Saturday as time allows.

Reminder – submit signed Conflict of Interest form to Mindy.

Introductions – new staff members (Alex and Matt) provided brief introductions.

Action Item:

Approve Fall 2013 Board meeting minutes

Marcy and Ellen submitted electronic edits.

Russ Preston moved to approve the minutes, with edits.

Doug Farr Seconded.

All in favor, none opposed, none abstained.

Motion passed.

Thank you to staff and John Massengale for submitting committee reports. Upon taking over as Board Chair in June, Doug may consider refreshing committees. Looking ahead on the agenda, the goals for the committee reports discussion is to talk about committee progress toward 2012 charges and define goals and charges for the committees going forward.

2012 Committee Charges – Reminder

1. Nominations & Governance Committee: Recommend candidates for Board membership and amendments to the Bylaws as necessary. Maintain records of current Board members’ terms and attendance. Maintain up-to-date records of the Bylaws. Consider whether or not to recommend that the Board recommend term limits for Chapter Board members, Board Committee Chairs, and Initiative Committee Chairs.
2. Finance Committee: Review income and expenditure statements monthly and advise staff accordingly. Review Budget status regularly and advise staff regarding needed adjustments. Work with staff to clarify financial documents and provide financial information to the Board. Alert the Board regarding any financial concerns.

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3. Development Committee: Facilitate the Board's efforts to raise the funds needed for CNU to meet its goals and strategic plan. Work with staff to develop a fundraising plan. Coordinate and prioritize asks to major donors. Review the annual Partnership Brochure. Engage the rest of the Board in implementation of the fundraising plan and in making targeted asks. Assist the Local Host Committee in identifying local donors and strategizing fundraising. Focus on the integration of the Initiatives into fundraising strategy and identification of more targeted potential donors and corporate memberships. Engage the Board in expanding the list of potential foundation and corporate partners/donors. Initiate a capital campaign.
4. Chapters: Meet regularly to share information and discuss strategies for successful chapters.
5. Accreditation Committee: Oversee the CNU accreditation process and advise staff on maintaining quality control and attracting more registrants. Develop ways to export "the El Paso model" to more municipalities. Work with the University of Miami to update the course and exam as needed. Consider suggesting incorporation of material from the Healthy Community Design checklist and/or NU 101 presentation by Charles Green as well as other educational material being developed in the Initiatives.
6. Initiatives Committee: Oversee the development of new Initiatives, assessment of existing Initiative workplans, and the integration of Initiatives into the work of CNU (in terms of accomplishing our mission, growing our membership, allies and donors, strengthening our messaging, shaping our congress, and engaging our board.). Focus on the potential for Initiatives to generate revenue
7. Communications: Assist staff in quality control of graphic and verbal communication of CNU's online and print materials. Advise staff on opportunities to improve, expand, or better target CNU's messaging. Initiate regular meetings with staff to discuss forthcoming communications and print materials. Assist with evaluation of the current website. Assist with collection and evaluation of images for the Charter Book as requested by Emily Talen
8. Future of CNU & Broader Movement: Assist the Board and staff in long-term visioning and direction. Develop scenarios of what CNU (as an organization) and new urbanism (as a movement) should look like in 10-20 years.
9. Future of the Congress: Advise staff and the Local Host Committee on ways to improve the annual congress in keeping with the goals of the Board and interests of the larger membership.
10. CEO Search Committee: Spearhead CEO search process.

President's Report

John reported that CNU is in the black and getting stronger, with more sponsorship dollars collected for CNU 22 than 21, at this time. CNU 22 registration is at 76, and the LHC is predicting 2000+. I would be happy with 1200. Fundraising off of initiatives and accomplishment is really important, and we've had success with the Project for Transportation Reform, ITE Street Guide and Freeway Teardown initiatives. The latter of which is receiving lots of publicity over the past month, leading to some financial contributions as folks see our activity. With more work, the same will happen with the Live Work Walk initiative. John asked for help on the narrative, encouraging Steve Maun, Bob Chapman, Laura Heery and Russ Preston to talk about the issues, blog about the issues, and expand the narrative in general. We need to talk/argue more and get involved; the same is true for other developing initiatives. People give to activity and results.

John encouraged the board to focus their energy – blunt criticism is important, but not always the best way. The CNU 21 LHC became too focused on "fixing CNU"; there are ways to bring in new ideas (ex. Eliza Harris introduced Open Innovations without damning the Congress) without all the negativity. Board members need to have a positive message about CNU. CNU is one of few smart growth groups

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that stayed in the black through the whole recession. We haven't developed a dependence on government funding and have some great stuff going on that needs more focus and attention (i.e. L/W/W Initiative).

CNU has been a catalyst to improving other movements (ULI, Smart Growth, etc).

As far as fall 2013 staff changes; nothing succeeds like successors. Heather Smith did a wonderful job as program chair, and Alex is doing a great job now. Alex is good at making tough decisions, negotiating and compromising. Matt spends a tremendous amount of time encouraging me to make fundraising calls. He pushed and we just got a \$10k grant from Seed fund and another \$10k from the Ford Foundation to take NOLA H2B advocates to San Francisco. Matt is very active, and gets along well with the funders in Buffalo. Abby is the core of organization. Mindy does travel and speaking arrangements, and brings in a significant amount of money into the organization. Tim rolled out several programs over the past year and has done a really good job, as has Juantiki Jones.

Treasurer's Report

Delayed temporarily until the arrival of Treasurer, Jennifer Hurley.

Nominations & Governance

Steve Maun relayed the committee's concerns about how to handle elected board members. The committee ran into difficulty (in 2013) finding candidates to run for the board and there's speculation that this issue stems from member's looking to avoid losing in a public election and the financial burden of the give/get. Looking forward the repetition of elections is tiresome.

The Committee proposes to retroactively increase elected board member terms from 2 to 3 years, slowing down the election process while still allowing us to reach the goal of 7 total elected members. Elected board members would be allowed to serve 2, 3-year terms (6 years total) under the proposed revisions. Additionally, the Committee also recommends suspending 2014 elections and establishing a cycle of: election, election, no election (1-year respite); election, election, no election (1-year respite). Elections would resume in 2015.

The Committee agreed not to nominate anyone for a Board seat; opting to wait until the new CEO is hired. This returns the board to 21 members as of June 2014.

Steve also proposed asking Board members to write a letter to the Nominations Committee reaffirming his/her commitment to the board every two years, in line with their term renewals. This process would eliminate the "must serve 8 years" assumption sometimes put on appointed board members and (possibly) help with board member refreshment. Board meeting attendance and committee work is very important.

Action Item: **Approve Bylaws amendments changing elected board member terms and election schedule.**

Steve Maun proposed.
Bob Chapman seconded.

Discussion:

The board discussed the importance of communicating the changes to the membership (and Victor Dover specifically). The message should focus on the need to expand the term from 2-3 years to allow

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elected members time to get their feet under them and contribute, “you can accomplish a lot more in 3 years than 2 (exponential).

Russ Preston offered to speak with Victor Dover about the changes.

Dan Slone promoted chapter outreach and engagement to help identify new candidates. The Nominations Committee will focus on recruitment and engagement over the next 12 months. Eliza Harris recommended soliciting candidates very early in the process, and opening the call and election process for a longer period of time.

Ken Voigt questioned the year of no elections, wondering if continuity was lost with that schedule. Ken suggested adjusting the schedule so 2 elected members were chosen each year. Steve Maun responded with concerns about election fatigue and using the “off” year for recruitment. Dan Slone followed up that aligning the years perfectly would be tough.

Doug Farr suggested an ad hoc session at CNU 22 addressing this subject to help spread the message and engage members. He encouraged the board to agree on a 3 bullet point message for publication and to “speak with one voice”. He inquired about a board newsletter.

Action Item: Approve Bylaws amendments changing elected board member terms and election schedule.

Motion – all in favor, none opposed. Eliza abstained.

Motion passed changing elected board member terms and the election schedule.

Action Item: Approve nomination of Marcy McInelly as Board Vice Chair starting June 2014.

Steve Maun motioned. Laura Heery seconded.

All in favor. None opposed. Marcy abstained.

Congress Updates

CNU 22

John Norquist reported on the positive progress being made in the planning and preparation for CNU 22 in Buffalo. The program is developing well, we’ve collected around \$47k in sponsorship thus far, and pledges exceed budget.

CNU 23

John Norquist reported that the Local Host Committee is active and engaged. He asked for help in communicating to the committee that the 202s aren’t stale (unsure where LHC heard this); they are requested by members and good business for CNU. John cautioned the board against allowing the LHC to focus its time and energy on reorganizing CNU. The Committee should focus on attendance, revenue and a strong program.

Dan Slone voiced his frustration with the scenario where host committees feel the need to engage in reforming CNU. The issue is not new, and one CNU needs to take a strong position on going forward. Ellen suggested designating a number of sessions to the LHC, along with tours, and identifying the rest as Board and CNU staff run. Doug Kelbaugh suggested the approach of giving the LHC the opening and the closing, and let CNU manage the rest. Sarah Lewis commented that during her first year serving as a liaison, we’ve seen a lot of staff changes, which has made LHC engagement a challenge.

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Eliza suggested that the fundraising requirement of the LHC gives them the expectation that they should have more control of the program. Local volunteers often come to the (program planning) table with more energy than national volunteers, and their ideas win out. Eliza spoke to her time as a Next Gen Agitator and the realization that it was easier to go through the LHC to make changes. She voiced excitement about the possibilities with Dallas, the format changes and the ideas coming from the LHC. She suggested an evidence-based argument to the 202 issue.

John Norquist listed several locally-focused efforts that will occur around the CNU 22 Congress (Stefanos and the waterfront workshop with Erie Harbor; freeway teardown groundwork, etc). The LHC wants to leave Buffalo a better place after CNU and are doing so through these sessions and workshops. Dallas is focusing on regional cooperation and legacy. There are a lot of interesting local issues.

Laura Heery echoed Lizz Plater-Zyberk focus on chapters and the region in her letter. Local Host Committees can help connect initiatives locally and lead to long-term engagement.

Marcy McInnelly recognized the need for further discussion, with so much disagreement, tension, and potential. She voiced the hope to address this relationship with the new CEO, bring in outside opinions, and resolve it.

Dan Slone emphasized that we've had this discussion (and re-arranged chairs) many times. We are not learning from our history. I think we need to figure out how to engage the local folks in a conversation that they feel control of and can engage in. He encouraged thinking outside the box (ex. single location constraint) and using beta testing to try out new ideas.

Russ Preston commented that given our current financial dependence on the Congress, we're risk adverse to a dramatic change in a short amount of time. The Future of the Congress Committee needs to focus on this issue over the next few months.

Ken Voigt encouraged the board not to throw out what's working and emphasized the importance of location on attendance. Partnership might be something to consider as well.

Ellen Dunham-Jones tabled the discussion to return to the CNU 23 report.

John and Ellen Dunham-Jones informed the board of the possibility of partnering with the Local Government Commission for CNU 23 in Dallas. Voicemails have been exchanged with Kate N at LGC; more to report later.

John Massengale spoke out in favor of the partnership and voiced concern for CNU 23 fundraising. Steve Maun echoed.

CNU 24

John Norquist explained that the 2013 Call for Proposals resulted in 1 submission from Detroit, MI. Mark Nikita and a few others are leading the proposal and the Chapter in Michigan is high-functioning. Doug Kelbaugh, Bob Gibbs, and several other strong members are in the state. Between now and CNU 22, the CNU staff will work with the LHC and AHI to flush out the proposal and prepare a presentation. The turn around is tight, but Detroit interests a lot of people.

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Doug Kelbaugh spoke out in favor of the applicant. With the bottom up, lean work, people are excited and intrigued by Detroit, more so than Buffalo. John echoed these comments, spoke highly of Mark, and talked about the potential of involving the Kresge Foundation.

Marcy McInnelly commented that the Cascadia Chapter was approached but didn't feel they had enough time to turn around a proposal. They might be able to pull something together for June. John suggested focusing on CNU 25, with the opportunity to move ahead to 24, if they can pull together. Marcy questioned the availability of a champion.

Russ Preston spoke out for Louisville, KY. He agreed to follow up with them.

John Massengale pointed out that CNU 24 will be the 20th anniversary of the Charter signing in Charleston and Mayor Riley's last year in office. No application or interest was received from the city.

Eliza Harris suggested putting out the call for CNU 25 immediately and encouraged a lot of thinking outside the box for Detroit.

Action Item: Board Selects 2016 Host City

Vote postponed. CNU staff will work with Detroit team to flush out proposal and complete presentation for June. Door left open to consider a possible second proposal (Cascadia, Charleston, or Louisville).

Charter Awards Update

Tim Halbur reported that the applicants were up from last year, a total of 111 accepted and \$27,000 in revenue (vs. \$20,000 budgeted). This year's jury, chaired by Jeff Speck, met in Chicago in late January. The jury engaged in excellent debate over traditional and contemporary architecture, and struggled with good design vs. good planning. In the end there was a tie for the grand prize. The book and program are in the works now, with the ceremony to be held on June 5 at the Convention Center. Tim reported that he is in conversations with Architecture Record and Newsletter about potential sponsorship. (Laura suggested reaching out to Monocle as well).

Lizz Plater-Zyberk has agreed to chair the jury in 2015.

Board Committees Reports

Ellen asked each Committee Chair (or representative) to suggest goals and objectives for their committee in the upcoming year.

Nominations Committee – Steve Maun

1. Identify additional members with fundraising capacity and private philanthropy
2. Broaden board diversity While we reflect CNU's current membership, this is an ongoing issue that needs our attention.
3. Consider a proposal that requires all appointed board members to draft a letter to the Chair stating his/her intentions, areas of interest and contributions, to continue with the board every 2 years instead of allowing the automatic rollover.

Dan Slone Added

1. Consider recommendations on how to activate election process and how to improve participation through chapters.

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Scott Bernstein encouraged consideration of not just racial diversity – “we don’t represent the economy”. Doug Kelbaugh questioned whether the board should invite a Foundation President to join, or someone from the LHC (as an ex officio member).

Finance Committee – Jennifer Hurley

1. Continue ongoing oversight and act as a sounding board for Abby. Monthly management is core.
2. Consider revenue streams and cost as business model. Current model is unsustainable. Continue to think about, identify financial risks, etc.
3. Improve communication, graphic representation. Drivers of financial stability (highlight)

Ellen Dunham Jones spoke out in appreciation of the long-range look that some of the new charts provided and encouraged this type of information be provided to the new CEO for context. Jack Davis suggested the committee could be a good tool for helping orient the new CEO.

Jennifer Hurley asked the board if there was anything the committee could/should do to help you with your financial oversight responsibility?

- Value proposition of CNU, define where people’s money goes when they give to CNU “a \$1 here is loved and nourished”
- Initiative budgets – walk the board through these in more detail
- Congress bar chart (long range)
- Marginal cost of adding a member
- Annual business meeting on budget and financials with the members

Upon inquiry, Abby Bouzan-Kaloustian confirmed that CNU updates its GuideStar profile with the annual 990.

Development Committee – Ellen Dunham Jones

Ellen raised the question of the relationship between Development & Financial Committee around the discussion of CNU’s business Model. Jennifer Hurley said the Finance Committee would be willing to engage in this conversation (additional volunteers – Scott Bernstein, Eliza Harris and Laura Heery). This is considered a bit of a strategic planning question and should/will also involve the new CEO.

The Development Committee will continue working on current tasks

1. Integrate initiatives into fundraising
2. Engage board to expand list
3. Initiate capital campaign

Ellen Dunham Jones requested that the staff put together a list of people for board members to meet at CNU 22.

Chapters – Sara Lewis

1. Getting chapters more actively involved in initiatives and elections.
2. Membership drives (phone calls aren’t working). Use initiatives to engage.

Accreditation Committee – Norman Garrick

No comment.

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Abby Bouzan-Kaloustian pointed to the report in the packet and some of the 2014 goals

1. Resolve the municipal membership issue
2. Strengthen relationship with current city partners (El Paso, Austin, Oklahoma City)
3. Develop new city partnerships
4. Develop a train the trainer program.

Initiatives Committee – Laura Heery, Eliza Harris, Dan Slone

1. Generate revenue
2. Simplify form for member-led initiatives
3. Website revamp to accommodate smaller initiatives
4. Enhance focus on technical tools, assets for strategic initiatives (what does CNU own/co-own)
5. Include outreach around research and procure research.
6. Establish easier model to be able to fund research that's happening through initiatives

Communications Committee – John Massengale & Chris Elisara

1. Messaging
- Ex. Join CNU because it's good for you/ makes you more successful – provocative statement.

Future of CNU Committee – Doug Kelbaugh

Not much activity this past year. Waiting for new CEO and collecting ideas from members (diversity in membership, board, financials, etc).

Assume a new strategic planning process will take place following the hire of a new CEO. Future of CNU Committee could help collect outside ideas to bring to strategic planning session.

International expansion was suggested.

Future of the Congresses Committee – Eliza Harris

Interested in focusing on significant changes 2 Congresses out (CNU 24) and invite others to participate in conversation. Several board members voiced concerns and questions.

- Concerns about taking back more of program and limit local host committee slots (limit lift – focus on fundraising)

Comments include:

- Next gen introducing changes through local host committee.
- Up to board or local host committee – discussions of revamping congress

Doug Farr may prune and focus the committees when he takes over as Chair. Doug asked board members to identify their 2 synergistic committees (what can we do to get our house in order and do a better job).

Treasurer's Report

Jennifer Hurley described the upshot of financials – CNU ended 2013 with slightly lower than expected income, but significantly lower expenses, putting us in a much better position than expected and starting our year with the largest cash balance we've seen in the past few years. This can largely be attributed to the receipt of a few grants. The underlying need to grow revenue hasn't changed, but we are in a more comfortable cash position. The packet includes loads of detail about budget (2014) and performance (2013) and history. Jennifer opened the floor up to any questions/comments.

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Action Item: Accept the Treasurer's Report.

Jennifer Hurley motioned.

Dan Slone seconded.

All approved. None opposed. None abstained.

Endowment

Bob Chapman provided a brief overview of the endowment process to date.

Purpose – give CNU credibility and staying power

Goal - \$30M (ULI has a \$50M endowment)

Standard model for capital campaign requires a professional feasibility study. Quotes for the study range from \$30,000 to \$60,000. In conversation with Richard Oram, he encouraged board members (Bob Chapman, Steve Maun and Laura Heery) to go big (\$100k) and expressed interest in contributing (50-100%). After running the study, a gift matrix is produced, and then you move to the ask. Need to collect at least 1/3 of funding before making the endowment public.

The Board discussed finding a small group of folks willing to contribute to the feasibility study costs, arguing themselves out of a Kickstarter campaign. The board encouraged Bob to move forward with soliciting bids from the big consultants and moving forward with the consultant engagement step.

Search Committee Discussion

Board moved into executive session to discuss the CEO search process and the weekend plans.

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SATURDAY MARCH 8, 2014

Attendees: Ellen Dunham-Jones, Doug Farr, Doug Kelbaugh, Jennifer Hurley, Marcy McInelly, Steve Maun, Jack Davis, Laura Heery, Dan Slone, Scott Bernstein, Liz Moule, Sarah Lewis, John Massengale, Russ Preston, Bob Chapman, Ken Voigt
Via Conference: Erin Christensen

Absent: Mathew McElroy and Scott Polikov

Staff: Abby Bouzan-Kaloustian

Guests: David Grossberg

Items for discussion post-vote:

- Laura Heery – CNU 23 program
- Bob Chapman – fund for initiatives
- Liz Moule – organization sustainability to allow new CEO breathing room to transition before kicking into full fundraising gear (consider cyclical nature of organizations financials)
 - Who is responsible
 - When does the work need to happen

Action Item: Approve amendment to bylaws, effective July 1, 2014. (language drafted by legal representation)

All in favor, none opposed. No abstentions.
Effective July 1, adopted March 8, 2014.

Sub-Groups:

2. Terms & Conditions – Dan Slone (chair) & Chris Elisara & Doug Kelbaugh
 - a. Internal email that is refined
 - b. Urgent Issue
3. Relationship Building – Jennifer Hurley, Erin Christensen, Russ Preston (chair), Laura Heery & Scott Polikov
 - a. Include relationship condition
4. Organizational Chart – Marcy McInelly (chair), Sarah Lewis, Steve Maun & Eliza Harris
5. Engagement of Candidates to Work with CNU
 - a. Com Registrations or Membership?
6. Press Release & Roll Out for New CEO & CNU's Position – Communications Committee (lead), Laura Heery
 - a. How? (YouTube video? Congress event)
 - b. When? (keep APA announcement in view)
7. Celebrating John – Marcy McInelly (chair), Lizz Plater-Zyberk, Doug Kelbaugh
8. Kinds of partnerships could/would CNU benefit from – Jack Davis (chair), Erin Christensen, Scott B, Ken Voigt, Dan Slone, Jennifer Hurley, Chris Elisara

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Fund for Initiatives

Action Item: **Bob Chapman made a motion to commit the board to a pledge of \$20,000, in addition to current fundraising goals, specifically for the endowment. The money will be used as matching funds for the feasibility study and anything not spent will go directly into the endowment.**
Russ seconded.

Discussion:

The challenge is a give/get and some agreed it could be a good way for board members to leave a lasting legacy.

Vote: All in favor. None opposed. None abstained.

Student Membership Proposal

Ken Voigt proposed to draft a student membership proposal that changes the model. He proposed offering architecture and planning students free membership while in school, and then creating a graduated scale over 3-4 years that brings them up to full membership payment. He proposed creating a student urbanism competition to help engage students.

Ellen Dunham Jones cautioned that the competition and suggested prize (\$1,000) would compete with ULI's \$50,000 competition. Russ Preston shared his experience trying to launch a design competition for the Madison Congress – lots of work and just broke even – it takes time to build traction. Norman Garrick encouraged Ken to broaden his proposal beyond architecture and planning students. Doug Farr suggested wrapping the competition into the Charter Awards instead of creating something new (possibly a video competition).

Ken Voigt will draft a proposal for consideration at the June board meeting.

Additional Questions

- Should we offer the candidates membership to CNU to help with engagement?
- What happens to Highways to Boulevards after John?
 - o Scott Bernstein, Jack Davis and Norman Garrick to consider
- Should we reintroduce the VIP party as a new CEO communications tool?
 - o Sarah Lewis and Chris Elisara to consider

Board reminded of confidentiality pledge and encouraged to reach out to board members not present to reinforce.

Meeting adjourned.