



CTM Minutes - Group: CTM Board Meeting

By Jan Brown Checco, Secretary

Date: December 6, 2021 7:00 pm

Location: Online Google Meet electronic meeting, invitations and links were sent out prior to the meeting for all to connect and listen in.

Annual Members Meeting and Election of the 2022 CTM Board – From 6-7 pm this evening, electronic ballots were sent by the ElectionBuddy Elections online program to all members who have active memberships and who've provided their email addresses by Friday, December 3 at 5 pm. An in-person option was also offered during the same time frame at Fairview Clifton German Language School in the parking lot. Votes were tabulated and results presented in the context of this meeting.

Board Members Present: *Peter Block, Jan Brown Checco, Joe Brunner, Gerald Checco, Brendon Cull, Brian Duffy, Robert Hamberg, Chris Harding, Mark Jeffreys, Naghma Malik, Malcolm Montgomery, Ioanna Paraskevopoulos, Genet Singh, Zeeshan Tayeb*

Absent: none

A quorum (14) is present, meeting called to order at 7:00 pm by President Brunner with statement of our mission. (U) below will represent a unanimous vote.

Public Attendance: (29) Jayme Ritter, Margaret Reich, Marianne Brunner, Monica Windholtz, Sgt Ploehs/ Officer Shawn Dent/ Captain Adam Hennie, Sophia Melnyk, Mary Pat Lienhart, Ruth Ann Bumiller, Carolyn Miller, Patrick McDevitt, Julia Bonfield, Rachel Wells, June Schlipf, Mike Roller, Tim Tope, Michael Elovitz, Jeanne Strauss-DeGroote, Tom Lohre, Joyce Rich, Nestor Melnyk, John Osterman, Allison Sears, Joseph Kroner, Kevin Marsh, Eric Urbas, Charlotte Gray, Seth Walsh

Welcome to our Electronic Meeting on Google Meet – Pres. Brunner. Advice for participation. Invitation of new applicants to the Board, contact the CTM email at contactctm@cliftoncommunity.org

November Meeting Minutes 11/1/21 (document attached) Treas. Checco moves to adopt, Robert Hamberg seconds (U).

Police Report Sgt. Ploehs and Officer Dent present this month's crime stats (attached) and introduced our new District 5 Capt. Adam Hennie. todd.ploehs@cincinnati-oh.gov shawn.dent@cincinnati-oh.gov Adam.hennie@cincinnati-oh.gov

Treasurer's Report – Treas. Checco; (report attached) Based on his experience over the past 2 years, the treasurer will present the following motions in the hope of providing improved operations for the next Treasurer. **First Motion:** for creation of a partitioned bank CTM account for Chronicle newsletter funds, as the kind of account that was established for Arts & Culture/OLG in 2020. The CTM Trustees continue to manage all of these accounts, but segregation of the income and expenditures makes work easier for repeating business that extends beyond the fiscal year due to grant expenditures and advertising contracts. Treas. Checco so moves, seconded by Peter Block. Discussion: Patrick McDevitt asked for the specific name of this account. Answer: "The CTM Chronicle Bank Account." Are fees expensive? No. Brian Duffy suggests that the next Treasurer make the decision. Zeeshan Tayeb asks why it's necessary. Treas. Checco explains that both OLG and Chronicle have multi-year obligations and we can't create sub accounts within our general fund. Because of frequent changing of Board members and officers, it's easier for the successive Treasurers to understand what is going on. Malcolm Montgomery asked if the same signatures are required for these accounts as for the general fund. Answer: Yes. Peter Block suggests that this arrangement creates more visibility of the ongoing financial activity of the committees, and sees no added liability in this change. Treas. Checco said that it took him a couple of years to understand the responsibilities of the CTM organization, and he saw that the OLG/Arts and Culture activities were distinct from the rest of CTM's activity. Nagma Malik asks if these are separate accounts which are managed by the individual committees? No. The Treasurer does the bookkeeping for all CTM committees' activities. He believes that this arrangement will make it easier for the Treasurer to work efficiently. Patrick McDevitt suggests a modification to the motion to allow the incoming Treasurer make the change. Kevin Marsh is asking questions in chat, and is asked to introduce himself and present his question to the Board: Is revenue Chronicle spendable wherever the Board wishes. Treas. Checco said there has been no such a vote. Generally the newsletter has not been self-reliant and depends on the general fund. If there's a surplus in Chronicle funds, the Board can ask for money to be diverted to other projects and activities. It's the same for all committee activities. Brian Duffy states that CTM has a budget, and that the Chronicle is part of that. Secy Checco agrees with the need to have a conversation about best practices for all financial matters. Vote on the First Motion: 6 Y, 4 N, 2 A (motion passes)

Second Motion: Certain projects like the Arts and Culture Committee's Off Ludlow Gallery and public art projects, and the annual CTM Golf Outing need a defined process to allow for the timely, fluid seeking of grants and sponsors which in principle are in need of CTM authorization. Treas. Checco proposes adoption of a Memo of Understanding to outline

best practices for CTM members' grants seeking. Amended text sent to board just prior to meeting: "Memo of Understanding: At times, committees are made aware of some grant opportunities with fast turnaround. It is not always practical to seek CTM Board approval for applying for such grants. If a committee desires to apply for a grant (that is not within the scope of their prior authorization) and if the timeline for application is such that it is not practical to seek an approval from the Board, the Committee Chair will inform the Executive Committee of the application, including CTM obligations, by email. ~~The Executive Committee will temporarily approve the application and the Committee chair will then inform the full Board of decisions and activity at the next Board meeting.~~ The Executive Committee may approve the application in accord with the Bylaws, and the Committee chair will then inform the full Board of decisions and activity at the next Board meeting. The committees seeking to do fundraising will present at the beginning of the year a fundraising plan, identifying past grantors, sponsors and donors." Motion by Treas. Checco, Seconded Nagma Malik. Kevin Marsh asks if this is a standing rule, until the Board would ask for a change. Treas. Checco said yes, it gives committees time to work on grant applications without having to wait for full board approval. Brian Duffy wants to know if this applies to individuals who want to work on grant writing. Treas. Checco says that grant applications ask organizations to bear responsibility for certain things. This short-path solution that asks the Executive Committee for review helps with short deadlines. Malcolm Montgomery thinks that this motion doesn't change anything except for the last statement about projections of fundraising plans. Asking for the board to convene to review grant applications may not be feasible. Treas. Checco gives the Golf Outing fundraising as an example, the option for Exec Committee review provides a means for committees to do their work. Brian Duffy thinks that this might be a new layer of bureaucracy that is not helpful. Treas. Checco says that it's important that the Board knows what's going on with committee projects and fundraising before. He doesn't think that it's good idea to give committees free rein for whatever they like. Peter Block says that it's complicated because some Chairs in the past have acted as though they are speaking for the Board. He believes that some restraint is required and he feels the Exec Committee is trustworthy to do this business. Pres. Brunner says it's important that committees present their intentions for the year. He thinks this MOU is meant to take care of something not planned for, and that needs a quick authorization. He suggests a rewording - see in () above. Malcolm Montgomery thinks that a blanket authorization is not wise, maybe against the Bylaws. It is trying to find a balance between not knowing generally what's happening and supporting good initiatives. Brian Duffy thinks that the MOU is fine for specific grant applications and problematic for wider fundraising activities. Treas. Checco says that the Board needs to be made aware of fundraising that is being done on behalf of the organization and this MOU can avoid our being caught up in something that the Board would oppose. Patrick McDevitt says it seems like it's trying to resolve problems of time and decision making. Is there something that already exists in our Bylaws? Treas. Checco restates that emergency meetings in many cases are not practical. This is about asking for

the presentation of plans, and about the Board being aware of what is happening. Y 10, N 0, A 3 (passes)

Bylaws Amendments – Pres. Brunner: Thanks to Malcolm and the committee for this work. 4 amendments are proposed. (documents attached) **First amendment** codifies some of the things we've adopted during the pandemic (remote meetings, virtual votes); **Second amendment** authorizes electronic voting and allows the Board to choose the platform we use; **Third amendment** allows voting to be conducted electronically at the Board's discretion, Fourth amendment limits service as a Board trustee only to residents of Clifton (as it is defined in the bylaws.) A 2/3 majority is required for passage of this membership vote. Gerald asks Pres. Brunner how he'll do this during this meeting? A link provided in the Chat will allow for us to vote and he will check ballots received against the members list. Mark Jeffreys asks if business owners who don't reside in Clifton are eligible to be a Trustee? Why not? Robert Hamberg said that there are Trustees on other Community Councils that are not residents, they are businesses/developers, and we want to avoid this situation because of potential self-interest. Malcolm says the bylaws state that this organization is to provide leadership established to serve the residents, and this doesn't discount the commitment that many businesses have. Genet Singh says that she owns many properties and businesses here in Clifton, and that she occasionally resides in one of the apartments. Robert Hamberg understands the point but says that logistically it can present an issue for which community Genet is serving? Residents or businesses? Trustee positions should be filled by residents. Patrick McDevitt wonders if it's worth establishing a percentage of Trustees who can be business owners but not residents. Mark Jeffreys thinks Robert's comment is valid re: conflict of interest and he also likes Patrick's suggestion because input from business owners is valuable. Pres. Brunner doesn't think that this can be amended for a vote tonight because of time specifications that require 45 days of announcement to membership about Bylaws amendments. Genet Singh says that business owners care what happens in the community, she lives 2 days out of 7 in a condo in Clifton. Malcolm Montgomery believes that people who have investments in Clifton but don't live here should not have exceptional control over decisions made. He points out the CBA is available for business owners, and he knows they are seeking participation, and points out that CTM is connected with CBA in many ways. Peter Block suggests that we make an exception for Genet Singh. Robert Hamberg asks to see Article 2 of the Bylaws, he agrees that the Singhs have done exceptional work for Clifton. Article 2 was screen shared: "*CTM is the residents' planning and policy organization for the community... its growth and development should be guided by actively interested residents..*". He says that we need to admit that business interests do not always concur with those of residents. Votes were collected electronically.

Membership duration – Secy Checco; Proposal for a new standard: Ideal is activation for a full 12 months from date of purchase, inclusive of the right to vote at the annual Members meeting in the period of validity. Expiration dates will be signaled to those

concerned with a renewal prompt issued quarterly by a Membership Committee list's manager." The prior situation presented a "pay to play" scenario where CTM lost the benefit of members staying with the organization for the year and their receipt of the Chronicle, messages for members, etc. This updated standard is based on the Nov 2020 Board meeting presentation: "Although cost and duration of membership is *not* specifically outlined in our Bylaws, it has been a practice that memberships purchased within a calendar year have been only valid through December 31 of that year. Thus, if one purchased a membership during an autumn membership drive in order to vote at the December trustee election, their membership would only be valid for a couple of months or less. This practice has been largely due to the challenges of managing rolling (monthly or quarterly) membership renewals." After Exec Committee discussion 11/29/21, the proposed new standard for membership duration became: **"A membership has a duration of 12 months regardless of when it is purchased, and would entitle the member to vote at one annual members meeting during the period of activation."** Motion by Secy Checco, seconded Treas. Checco. Vote: Y 12 (U) Passes

Election of Board Members and Bylaws Amendment vote results – Pres. Brunner (document attached); 61 ballots were cast online with 366 votes tallied; 21 ballots were cast in person with 112 votes tallied. The following candidates have been elected (totals in parentheses) for specific term lengths on the CTM Board of Trustees:

3 year terms – Molly Gray (58), Nestor Melnyk (57), Jan Checco (52), Jayme Ritter(48), Mike Roller (45)

2 year terms – Monica Windholtz (42), Mary Pat Lienhart (38)

1 year terms – Zeeshan Tayeb (34), Tim Maxey (32)

The results of bylaws amendment votes: #1 Passed U, #2 Passed U, #3 Passed U, #4 Passed with more than the 2/3 majority required.

Trustee, Committee and Liaisons announcements: Governance Committee, Malcolm Montgomery: Motion - The Chair of the Governance Committee is authorized to Purchase Robert's Rules of Order 12th Edition from American Legal Publishing at a cost of approximately \$77.00, for use by CTM. Malcolm Montgomery moves, Robert Hamberg seconds: Discussion. Treas. Checco says this is an administrative expense and so doesn't require a vote. Motion is withdrawn. Mark Jeffreys: Transportation requests suggestions from communities for projects for Vision Zero, a call will be made. Secy Checco asked about the installation of the flashing stop signs and added zebra stripings at Resor and Middleton? Mark Jeffreys said it may be delayed until January 2022. Malcolm Montgomery asked about a crossing on Clifton Avenue, did our community define where it should be placed? Mark Jeffreys: No, we didn't suggest that. DOTE had said that they were exploring this, because it is a dip and a hill situation where visibility is limited. Peter Block and Joyce Rich/Arts and Culture – The OLG Holiday Gifts 3 boutique is open, 3 days a week Thurs 3-6, Fri & Sat 12-6; 30 artists are showing, she's not seen many CTM

members visiting the gallery and invites everyone to come and shop. The OLG 2022 show schedule in in the planning.

Community Questions/Concerns: Peter Block said that he has enjoyed his 6 years on board; Patrick McDevitt is concerned about the crosswalk near the Fairview Clifton School and that he attended a Transportation and Safety meeting and learned that there's been a lot of community input to DOTE/Planning, also discovered that there was no request for a crosswalk there. He asked a city employee in Planning why it's been installed who in turn said he had nothing to do with it, that it's DOTE's decision. He'd like for CTM to send a letter to the Planning Dept. and to City Council about our desire to see the results of our volunteer hours in engagement respected and implemented. He thinks that there is a wider problem of having community input actually reach decision makers and city departments. Mark Jeffreys suggests that DOTE has put in a process and that he will coordinate with Patrick and others to prepare communications.

Motion to adjourn at 8:50 pm, Robert Hamberg moves, Zeeshan Tayeb seconded, approved by everyone (U)

Respectfully submitted,
Jan Brown Checco, Secretary

Attachments:

December meeting Agenda
November Meeting Minutes
Treasurer's Report