

Carmel Christkindlmarkt

Board Meeting

Minutes

March 29, 2024, 3:00 p.m. - CoHatch

Present:

- Maria Murphy
- Brenda Myers
- Susan McDermott
- Sven Schumacher

Discussion

Request from Brenda Myers for documentation around staffing structure - including: list of FTE, position descriptions for each role, compensation study results (Maria will share). Concern around Hannah Kiefer's role and whether she can continue as a 1099 contractor in a VP role.

Susan McDermott shares concern about where the process is with by-laws and adding more Board members.

Sven Schumacher shares concern about not being entirely sure about what type of Board we actually are, and whether or not there have to be public meetings.

Maria's Recap of Her Discussion with Mayor Sue Finkam

- In January, Maria asked if the Mayor wanted City Council liaison on the Board, and whether we should continue using the City's Legal Counsel.
- Mayor does believe CCKM should pursue own Legal Counsel separate from the City
- Mayor wishes to create more separation between City and CCKM
- Current MOU states that CCKM is bound to city limits and cannot go to another city
- Desire to create a clear MOU between CCKM and City (expectations, in-kind costs, etc.)
- Brenda Myers will share the MOU that was created between the City and Hamilton County Tourism
- Mayor does not want a City Council Liaison on the Board
- Mayor will be present at April Board Meeting - with internal and external counsel representing the City

RFP

- How do we approach finding Legal Counsel?
 - Issue RFP
 - Interview several firms that apply - select from there
 - What do we mostly need in terms of legal support?
 - Contracts (Vendors, Sponsors, City) (Per Maria Murphy)
 - General Governance & Oversight (Per Maria Murphy)
 - Financial & Tax Review (Per Susan McDermott)
 - Officer & Directors Insurance and other Insurance advice
 - Brenda Myers will share the RFP HCT created in their search for Legal Counsel
- Wellness Checklist
- Maria Murphy shares goal of having Legal Counsel in place by end of April

Sven Schumacher shares concern about the issue of controls when it comes to Market Finances - especially since CCKM has exploded in size and money.

Maria Murphy introduces the Financial Playbook created by Coonrod.

Brenda Myers mentions the need for a "Conflict of Interest" statement to be signed by the Board.

Susan McDermott suggests change in by-laws to have some Board members appointed by Mayor, and others chosen/elected.

Brenda Myers shares how Hamilton County Tourism has begun conversations around expanding across 3rd Street. The Center for Performing Arts is interested in exploring. All the key players are interested in exploring, and getting to a place where the topic should be brought up to the Mayor.

By-Laws

- "Appointment of Officers" needs to be updated
- Bank must be updated to United Fidelity Bank (Do we even need to include it in By-Laws?)
- Articles of Incorporation
 - What needs to be amended?
 - Section 1.2 Board Appointment Structure (adding members not appointed by the City)
 - A 3/7 of Board appointments by the Mayor; 4/7 elected by Board?
 - Governance committee as a part of the search/election process
 - Ask an attorney what would be appropriate for the City to appoint vs. electing.
 - A total Board of 5-7 people
 - Preventing any one body from having too much authority over a Board.
 - *Maria Murphy is interested in adding more cultural/educational members* (Angelika Becker; Martin Baier; or someone from International Center)
 - Terms and Term Limits (how long should terms be? What are the Term Limits that should be in place?)
 - 2-3 year Term; 6-yr Max
 - Staggered Terms (to prevent brand new turnover)
 - 7.2 - Net Earnings and how they affect Maria's payment structure? Will be changed with bonus structure, and should not be a concern moving forward.

Sven Schumacher suggests holding this conversation when Legal Counsel is obtained.

Maria Murphy suggests the importance of conversation to get thoughts and understanding in order.

- Annual Meeting
 - There has never been an Annual Meeting - what would this look like moving forward?
 - There will be a presentation to City Council in May (20-25 minutes)
- Officers Section
 - Two or more offices may be held by the same person?
- Powers & Duties
 - Moving from Interim Roles because we are not sure the timeline of electing additional Board members and bringing on Legal Counsel
 - Changing "President" to "Chair of the Board"

- Susan McDermott has offered to step into “Chair of the Board” role
- Goal is to make sure the Institutional Knowledge is understood for the longevity of the Organization
- The Market President & CEO will present all Agenda items moving forward
- “The Treasurer shall complete all records” - change this moving forward
- All roles need to be revamped
- Update fiscal year

Susan McDermott mentions needing to “redline” by-laws before presenting to future Legal Counsel to look over.

Maria Murphy suggests making official roles during this Board meeting.

Brenda Myers suggests just voting on “Chair of the Board” position.

Susan McDermott suggests having a double signature for any payment of \$5,000 (or number set by Market President). With a Board member or CEO signing as the second signature.

Brenda Myers suggests moving to Bill.com (leaves better paper trail)

Brenda Myers officially nominates Susan McDermott for Board Chair.

Sven Schumacher seconds nomination.

Susan McDermott is elected as official “Chair of Board.”

Sven Schumacher shares that he has not communicated any confidential information with outside parties, though he did share the names of Susan McDermott and Brenda Myers as the other Board members. He did suggest that outside parties contact the Mayor’s Office, but does not know what happened beyond that conversation.

Next Steps

- Maria will pursue finding new Legal Counsel separate from the City issuing an RFP
- Maria will send out Google Document of By-Law so that members can make notes/redline
- Next Board meeting on April 25th
- Results of Compensation Review will be complete by April 25th meeting